

NOTICE

Shorter Notice is hereby given that the Extra-ordinary General Meeting of the Members of Kshema General Insurance Limited will be held on Friday, 10th January 2025 at 3.00 pm at the registered office of the Company situated at No 413, 4th Floor, My Home Tycoon Building Kundan Bagh, Begumpet Hyderabad - 500 016, Telangana to transact the following businesses:

1. Appointment of M/s. Varma & Varma, Chartered Accountants (FRN No: 004532S) as Joint Statutory Auditors

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

“RESOLVED THAT pursuant the provisions of Sections 139, 140, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Master Circular on Corporate Governance for Insurers, 2024 and other applicable law, consent of the members be and is hereby accorded to appoint **M/s. Varma & Varma, Chartered Accountants (FRN: 004532S) Hyderabad** as the Joint Statutory Auditors of the Company to fill the causal vacancy caused by the resignation of **M/s. Umamaheswara Rao & Co, Chartered Accountants (FRN 004453S) Hyderabad** and they shall hold office from the date of the ensuing Extra Ordinary General Meeting until the conclusion of the Annual General Meeting to be held in the year 2025 to conduct the Statutory Audit for the financial year 2024-25 in accordance with the provisions of the Companies Act, 2013 and IRDAI (Master Circular on Corporate Governance for Insurers) 2024, on such terms and conditions and remuneration agreed mutually.

RESOLVED FURTHER THAT Dr. Vyasa Krishna Burugupalli - Managing Director & CEO [DIN:03072517] of the Company and / or Ms. Prabha Vadlamannati, Company Secretary of the Company, be and are hereby jointly/severally authorized on behalf of the Company to take such steps as may be necessary in relation to the above and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution and authorized to issue certified true copy of the resolution as may be required from time to time and to file the necessary forms with the Registrar of Companies, Hyderabad.”

2. Change in designation of Mr. Rajeshnani Venkata Dasari [DIN: 09632402] from Non-Executive Director to Executive Director 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 recommendation of Nomination and Remuneration Committee and Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203 and

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500016, Telangana, India.

CORPORATE OFFICE

10th Floor, Orwell, Block-1, Salarpuria Sattva Knowledge City,
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any other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations 2024 and the Master Circular on Corporate Governance for Insurers, 2024 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of Central Government, Ministry of Corporate Affairs, as may be applicable, and Insurance Regulatory and Development Authority of India (IRDAI); consent of the members be and is hereby accorded for appointment of Mr. Rajeshnani Venkata Dasari [DIN: 09632402], as Executive Director of the Company, for a period of 5 (five) years effective from ensuing Extra Ordinary General Meeting, on the remuneration as stated below, upon the terms and subject to the conditions as set out in the appointment letter, a draft of which is placed before the Board and initialed by the Chairman for the purposes of identification, with liberty to the Board of Directors of the Company to alter, modify and vary the said terms and subject to the conditions as may be agreed to between the Company and Mr. Rajeshnani Venkata Dasari [DIN: 09632402].

RESOLVED FURTHER THAT subject to the approval of the Central Government and IRDAI, Mr. Rajeshnani Dasari be remunerated as follows:

A) Fixed Pay

Salary (fixed): INR 75,00,000/- per annum:

Allowances: INR 75,00,000/- per annum (including house rent allowance, leave travel allowance, special allowance, etc)

B) Variable Pay

He shall be eligible for variable remuneration of INR. 75,00,000/- per annum as per Company performance, Individual performance and IRDAI Guidelines.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Executive Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to the said Executive Director for a period of three years.

RESOLVED FURTHER THAT Dr. Vyasa Krishna Burugupalli [DIN: 03072517], Managing Director and CEO and/or Ms Prabha Vadlamannat, Company Secretary of the Company be and is/are hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

REGISTERED OFFICE

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RESOLVED FURTHER THAT pursuant to Section 152 and Section 170 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule 17 and 18 of Companies (Appointment of Directors and their Qualification) Rules 2014, Dr. Vyasa Krishna Burugupalli [DIN: 03072517], Managing Director and CEO of the Company and/or Ms. Prabha Vadlamannati, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things to give effect to this resolution and to file the necessary forms with the Registrar of Companies, Hyderabad.”

3. To approve issuance of equity shares by way of initial public offer

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 Sections 23, 62, 42 and 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations framed thereunder, as amended (including any statutory modifications or re-enactment thereof, for the time being in force) (the "Companies Act"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA") and the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), IRDAI regulations including but limited to IRDAI (Registration, Capital Structure, Transfer of Shares and Amalgamation of Insurers) Regulations, 2024 read with its Master Circular, 2024 as amended, the Foreign Exchange Management Act, 1999, as amended (the "FEMA") including the Foreign Exchange Management (Non debt Instruments) Rules, 2019, and any other rules and regulations made thereunder by Reserve Bank of India (the "RBI"), and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (the "SEBI"), the Insurance Regulatory and Development Authority of India (the "IRDAI"), RBI, Government of India ("GOI") and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the "Applicable Laws"), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company subject to consent of the, IRDAI, SEBI, and all other appropriate statutory authorities and departments (collectively the "Regulatory Authorities") as may be required for issuance of Fresh Issue, as defined hereunder, consent of the Members be and is hereby accorded, to create, offer, issue and allot such number of Equity Shares, comprising of a fresh issuance of such number of Equity Shares aggregating up to Rupees One Thousand crores only (INR. 1000 crores) ("Fresh Issue"/ "Offer").

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RESOLVED FURTHER THAT the Board shall do all such acts, matters deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognised Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such price as may be fixed and determined by the Board in consultation with the Merchant Bankers / book running lead managers /such other advisors ("Advisor") in accordance with the SEBI ICDR Regulations or such regulation as may applicable from time to time, to any category of persons who are eligible investors, in consultation with the Advisor decide, and the decision to determine the category or categories of investors to whom the allotment / transfer shall be made and in such manner as the Board may in their discretion, deem fit, including in consultation with the Advisor, underwriters, placement agents and / or other advisors as may be appointed, the number of securities to be allotted or transferred in each tranche, issue price, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit in relation to the Offer, in consultation with the Advisor, and approve and appoint intermediaries in relation to the Offer, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Offer, including in relation to utilization of the proceeds of the Fresh Issue and such other activities as may be necessary in relation to the Offer, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and in consultation with the Advisor, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board from time to time.

RESOLVED FURTHER THAT the Board either by itself or through any of the designated committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and in consultation with the Advisor and in accordance with the applicable laws, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the "Reservation"), and to take any and all actions in connection with any Reservation or discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary from the regulators viz. IRDAI, SEBI, stock exchange, RBI, etc., to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

RESOLVED FURTHER THAT the Equity Shares so allotted pursuant to the Offer, shall be listed on one or more recognised Stock Exchanges in India"

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RESOLVED FURTHER THAT Dr. Vyasa Krishna Burugupalli, [DIN:03072517], Managing Director and CEO and/or Ms. Prabha Vadlamannati, Company Secretary of the Company, be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the RoC and 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 of
Kshema General Insurance Limited

Sd/-
Prabha Vadlamannati
Company Secretary

Place: Hyderabad
Date: 08.01.2025

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CORPORATE OFFICE

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Kshema General Insurance Limited | IRDAI Reg. No. 162 | CIN No: U66000TG2018PLC125484



NOTES:

1. A member entitled to attend and vote at the Extra-ordinary General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
2. A proxy form for the Meeting is enclosed. Proxies are requested to bring their identity document to prove identity at the time of attending the Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent 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 member.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days’ written notice is given to the Company.
5. 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.
6. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
7. Brief profile and other details of Director(s) proposed to be appointed/re-appointed as per Secretarial Standards on General Meetings (SS-2) are given in the **Annexure – I** to this Notice.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170(1) of the Companies Act, 2013 is available for inspection by the Members at the registered office and the same will be open for inspection at the Meeting.
9. The Register of Contracts or Arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 is available for inspection by the Members at the registered office and the same will be open for inspection at the Meeting.

REGISTERED OFFICE

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10. 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.
11. Route map including prominent landmark for easy location of the place of the Meeting is also enclosed to the Notice.

REGISTERED OFFICE

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Kshema General Insurance Limited | IRDAI Reg. No. 162 | CIN No: U66000TG2018PLC125484



**Explanatory Statement to the Notice
[Pursuant to Section 102 of the Companies Act, 2013]**

Item no. 1:**Appointment of M/s. Varma & Varma, Chartered Accountants (FRN: 004532S), Hyderabad as Joint Statutory Auditors**

M/s. Umamaheswara Rao & Co, Chartered Accountants (FRN 004453S) Hyderabad have tendered their resignation from the position of Statutory Auditors due to per-occupation resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

Casual vacancy caused by the resignation of auditors can only be filled up by Board of Directors of the Company within 30 days subject to consent of members within 3 month of the said vacancy.

The Board proposes that **M/s. Varma & Varma, Chartered Accountants (FRN: 004532S), Hyderabad**, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. Umamaheswara Rao & Co, Chartered Accountants (FRN 004453S) Hyderabad**.

M/s. Varma & Varma, Chartered Accountants (FRN: 004532S), Hyderabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, **Ordinary Resolution** is submitted to the meeting for the consideration and approval of members.

None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Ordinary Resolution.

Item no. 2**Change in designation of Mr. Rajeshnani Venkata Dasari [DIN: 09632402] from Non-Executive Director to Executive Director of the Company**

Mr. Rajeshnani Venkata Dasari [DIN: 09632402] is currently an Non-Executive Director of the Company.

Pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 08th January, 2025 had approved the change in appointment of Mr. Rajeshnani Venkata Dasari [DIN: 09632402] as an Executive Director of the Company. Further, members are

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CORPORATE OFFICE

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hereby informed that in furtherance to the requirement of Insurance Regulatory and Development Authority of India (IRDAI), the Board noted that the Company has to intimate the proposal of appointment of Mr. Rajeshnani Venkata Dasari [DIN: 09632402] as Executive Director of the Company for a period of 5 years. The terms of appointment are subject to approval by the Shareholders; Central Government and IRDAI.

Brief Profile of Rajeshnani Venkata Dasari

Mr. Rajeshnani Venkata Dasari has an extensive background and vast expertise and experience in emerging technologies and his advice and guidance has significantly bolstered Kshema's digital initiatives. His expertise in Mobility, Bots, IoT, and Blockchain has enabled the Company to innovate and streamline its digital processes, enhancing customer experience and operational efficiency. By leveraging his knowledge, the Company has implemented advanced digital solutions, ensuring they remain at the forefront of the digital insurance sector.

In view of his experience and expertise, the management has considered that his induction in the Board in an executive capacity will greatly benefit the Company and has proposed his appointment as an Executive Director. As Mr Rajeshnani Dasari is a Non-Resident, his appointment as Executive Director requires compliance under Schedule V of the Companies Act, 2013 and further approval of IRDAI.

Copy of appointment letter of Mr Rajeshnani Dasari setting out the terms and conditions of appointment is being made available for inspection by the members at the registered office of the Company.

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Executive Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to the said Executive Director for a period of three years.

No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

The said appointment including the remuneration payable to him, is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/ approved as aforesaid

Hence your Board recommends **Resolution no. 2** as a **Special Resolution** for appointment of Mr. Rajeshnani Venkata Dasari [DIN: 09632402] as Executive Directors and Remuneration payable therein for the approval of the Shareholders.

Mr. Rajeshnani Venkata Dasari [DIN: 09632402] is said to be concerned or interested in the proposed resolution as it relates to his own appointment. None of the other Directors and Key Managerial

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Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution.

Item no. 3:**To approve issuance of equity shares by way of initial public offer**

Board members vide resolution dated 08th January 2025 accorded in-principal approval for issuance of equity shares by way of Initial public offer and to proceed with obtaining statutory approvals for initiating the process.

Members are hereby informed that in accordance with the relaxation accorded by IRDAI vide IRDAI (Registration, Capital Structure, Transfer of Shares and Amalgamation of Insurers) Regulations, 2024 read with its Master Circular, 2024 ("Regulation"), the Company proposes to pursue for further raise of capital by way of IPO of equity shares on one or more Indian Stock Exchange.

The Company intends to list its equity shares ("Equity Shares") on one or more recognised stock exchanges in India. For this purpose, it is proposed to undertake an initial public offering of the Equity Shares of the Company ("Offer"). The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers ("BRLMs") and other advisors in relation to the offer and subject to Applicable Laws and regulatory approvals, to the extent necessary.

The Board recommends the *Special Resolution* set out in **Item No. 3** of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise in the said Special Resolution

By Order of the Board of Directors of
Kshema General Insurance Limited

Sd/-

Prabha Vadlamannati
Company Secretary

Place: Hyderabad

Date: 08.01.2025

REGISTERED OFFICE

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Kshema General Insurance Limited | IRDAI Reg. No. 162 | CIN No: U66000TG2018PLC125484



Annexure A

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

Name of Director	Mr. Rajeshnani Venkata Dasari
Age	49 Years
Qualification	BE (Hons) Civil Engineering – BITS Pilani MSc (Hons) Mathematics – BITS Pilani MS Construction Management, State University of New York, Buffalo MS Computer Science - Clemson University
Experience	Mr Rajeshnani Dasari is a technologist with over two decades of experience across insurance, automotives, manufacturing, pharmaceuticals and high-tech industries. He is currently with Oracle Corporation as Senior Director serving customers in their adaption of cloud and emerging technologies.
Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	As per the appointment letter
Date of first appointment on the Board	9 th June, 2022
Shareholding in the Company	NIL
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the year	6
Other Directorships	Nil
Memberships	Kshema Holdings Private Limited
Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1) Audit Committee – Member till 25th October 2024 2) Nomination and Remuneration Committee – Member till 25th October 2024 3) Risk Management Committee – Member since 25th October 2024

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ATTENDANCE SLIP

Folio No.:

DP ID:

Client ID:

Name of Member:

Address of Member:

Name(s) of joint holder(s), if any:

Name of Proxy holder:

Number 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 Extra-ordinary General Meeting of the Company on Friday 10th January 2025 at 3.00 pm at the registered office of the Company situated at No 413, 4th Floor, My Home Tycoon Building Kundan Bagh, Begumpet Hyderabad - 500 016, Telangana.

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Signature of joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company and/or their proxy will be allowed to attend the meeting.

REGISTERED OFFICE

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Kshema General Insurance Limited | IRDAI Reg. No. 162 | CIN No: U66000TG2018PLC125484



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: U66000TG2018PLC125484

Name of the Company: **Kshema General Insurance Limited**

Registered office: No 413, 4th Floor, My Home Tycoon Building Kundan Bagh, Begumpet
Hyderabad - 500 016, Telangana.

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/her

2. 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 Extra-ordinary General Meeting of the Company, to be held at the registered office of the Company, on Friday, 10th January 2025 at 3.00 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Please indicate preference (✓) *	
		For	Against
Special Business			
1.	Appointment of M/s. Varma & Varma, Chartered Accountants (Firm Registration No: 004532S) as Joint Statutory Auditors of the Company to fill the casual vacancy		

REGISTERED OFFICE

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CORPORATE OFFICE

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2.	Change in designation of Mr. Rajeshnani Venkata Dasari [DIN: 09632402] from Non-Executive Director to Executive Director of the Company		
3.	To approve issuance of equity shares by way of initial public offer		

Signed this _____ day _____ of 2025

Affix
Revenue
Stamp

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

1. 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.

** It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.*

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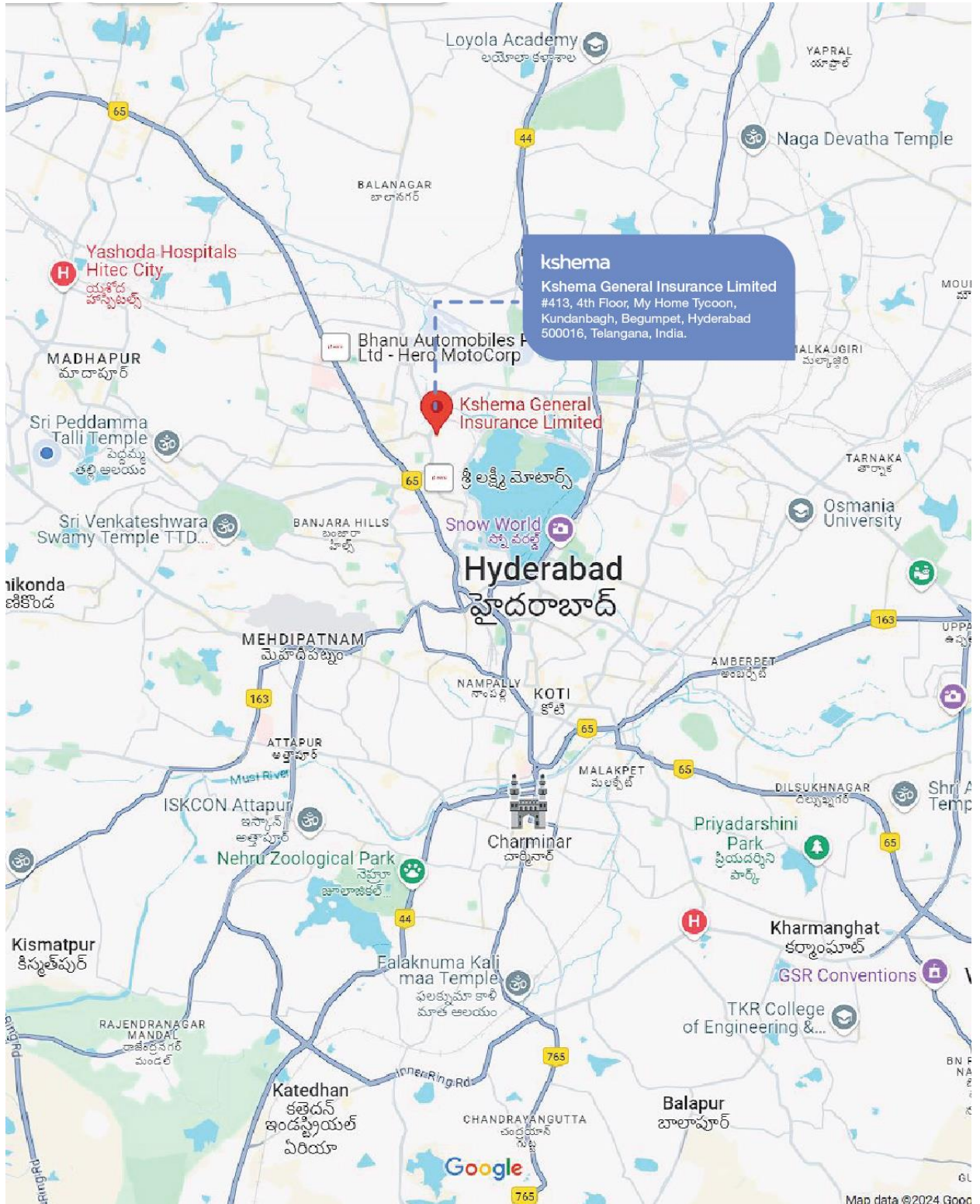
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Kshema General Insurance Limited | IRDAI Reg. No. 162 | CIN No: U66000TG2018PLC125484



Route Map



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