

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, 04th April 2025 at 3.00 pm **through Video Conferencing (VC)/Other Audio Visual means (OAVM) facility** 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 Mr Ravi Sharma [DIN: 11005209] as Non-Executive Independent 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 provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and IRDAI Master Circular on Corporate Governance Guidelines for Insurers, 2024, consent of the members be and is hereby accorded for appointment of Mr Ravi Sharma [DIN: 11005209] as Non-Executive Independent Director of the Company for a period of 1 (One) Year, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr Ravi Sharma [DIN: 11005209] may be invited or inducted as a member of such Committee(s) as may be decided by Board from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr Ravi Sharma [DIN: 11005209] be paid such sitting fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

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.”

REGISTERED OFFICE

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500016, Telangana, India.

CORPORATE OFFICE

10th Floor, Orwell, Block-1, Salarpuria Sattva Knowledge City,
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Telangana – 500081, India.



2. Appointment of M/s M Anandam & Co, Chartered Accountants, Hyderabad (FRN No: 000125) 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 to the recommendation of Audit Committee and 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 IRDAI Master Circular on Corporate Governance for Insurers, 2024, consent of the members be and is hereby accorded to appoint **M/s. M Anandam & Co., Chartered Accountants (FRN: 000125), Hyderabad** as the Joint Statutory Auditors of the Company to fill the causal vacancy caused by the resignation of **M/s. SCV & Co LLP, Chartered Accountants (FRN 000235N/N500089) Noida**, and they shall hold office from the date of approval of the Board until the conclusion of the 7th Annual General Meeting to be held in the year 2025 and 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.”

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

Sd/-

Prabha Vadlamannati
Company Secretary

Place: Hyderabad

Date: 01.04.2025

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



NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its Circular dated 19th September 2024 permitted the holding of the Extra Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars and relevant circulars and other applicable provisions, the EGM of the Company is being held through VC / OAVM.
2. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members whose email ids are already registered with the Company or with Registrar and Share transfer agent will receive the Teams Link (for video conferencing) for attending the Annual General Meeting which is also given below; Members are requested to attend the meeting through the given link and In case any member has not received the link via email then they are requested to send a mail from their E-mail account and write to cs@kshema.co

5. Teams Link:

Team Link :

Topic: KGIL Extra ordinary General Meeting 2025-26

Time: Friday 04, 2025 03:00 PM India

Join Teams Meeting: https://teams.microsoft.com/l/meetup-join/19%3ameeting_MTYyYTdmMzAtZTBkNy00NTZiLWJjNTUyTE0N2E2OGViMjMx%40thead.v2/0?context=%7b%22Tid%22%3a%22225a33a3-a252-427b-a09a-5ae946b50ce4%22%2c%22Oid%22%3a%228e90bb8d-38f5-44fe-96c8-f04a3687f23f%22%7d

Meeting ID: 443 405 971 488

Passcode: 7Rz2Gw9i

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Instructions:

a) Type the exact link given above in the web address bar and enter

Or

b) i) open Google Chrome/Mozilla Firefox/Internet Explorer

ii) Go to <https://www.microsoft.com/en-in/microsoft-teams/join-a-meeting> and type

Meeting ID: 443 405 971 488

Passcode: 7Rz2Gw9i

iii) Click Join

In case of any technical difficulties write to – cs@kshema.co

6. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to cs@kshema.co
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its certified true copy of Board or governing body Resolution/Authorization/Power of Attorney etc., alongwith the specimen signature of the authorized representative who is authorized to attend the EGM on its behalf and to vote. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to cs@kshema.co
8. 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.
9. Documents referred to in the Notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to cs@kshema.co
10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

Item no. 1:

Appointment of Mr Ravi Sharma [DIN: 11005209] as Non-Executive Independent Director of the Company

Pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 28th March, 2025, approved the appointment of Mr Ravi Sharma [DIN: 11005209] as a Non-Executive Director Independent Director of the Company for a period of 1 (One) year, not liable to retire by rotation.

Mr Ravi Sharma [DIN: 11005209] is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act 2013.

Brief Profile of Mr Ravi Sharma

Mr. Ravi Sharma is having rich experience of 30 years of expertise in strategizing, implementing, monitoring, evaluating, and championing biodiversity, forestry, and climate change projects and programs. His extensive experience areas include working with the United Nations, World Bank, and various Indian and international policy.

He has worked intensively in Uttarakhand, Rajasthan and Madhya Pradesh promoting and researching role of communities in forest conservation and ecosystem management. Facilitated several intergovernmental policy documents related to biodiversity and climate change working with senior officials and Ministers of member countries to the CBD, GEF, UNFCCC and UNEP. Inspirational leader with transparent management style skilled in developing, equipping, and empowering staff; fostering culture of creativity, innovation productivity, and accountability; and building high performance teams of cooperative multinational experts. Was considered among the top 15 per cent among UN managers in 2015 and was awarded UN 21 award in 2003.

For more detailed profile refer to refer Annexure - A

In view of his experience and expertise, the management has considered that his induction in the Board as a Non-executive Independent Director will greatly benefit the Company and has proposed his appointment as a Non-Executive Independent Director.

Hence your Board recommends **Resolution no. 1** as a ***Special Resolution*** for appointment of Mr Ravi Sharma [DIN: 11005209] as a Non-Executive Independent Directors for the approval of the Shareholders.

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

Item no. 2

Appointment of M/s M Anandam & Co, Chartered Accountants, Hyderabad (FRN No: 000125) as Joint Statutory Auditors

M/s. SCV & Co LLP, Chartered Accountants (FRN 000235N/N500089) Noida have tendered their resignation from the position of Statutory Auditors Due to unavoidable circumstances and other professional reasons 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 M Anandam & Co, Chartered Accountants, Hyderabad (FRN No: 000125)**, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. SCV & Co LLP, Chartered Accountants (FRN 000235N/N500089) Noida**.

M/s M Anandam & Co, Chartered Accountants, Hyderabad (FRN No: 000125), 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, your Board recommends **Resolution no. 2 as Ordinary Resolution** for appointment of **M/s M Anandam & Co, Chartered Accountants, Hyderabad (FRN No: 000125)** as the Statutory Auditors of the Company to fill the casual vacancy for the approval of the Shareholders.

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.

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

Sd/-

Prabha Vadlamannati
Company Secretary

Place: Hyderabad

Date: 01.04.2025

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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 Ravi Sharma
Age	70 Years
Qualification	<ul style="list-style-type: none"> • Environmental Management ♦ INDIAN INSTITUTE OF PUBLIC ADMINISTRATION, HYDERABAD, INDIA • Master of Arts in Economics ♦ UNIVERSITY OF AGRA, INDIA • Bachelor of Science ♦ ST. JOHN'S COLLEGE, INDIA
Experience	<p>Having rich experience of 30 years of expertise in strategizing, implementing, monitoring, evaluating, and championing local and global biodiversity, forestry and climate change projects and programs for the United Nations, World Bank, and Indian and international policy.</p> <p>Professional Experience: Mr. Ravi Sharma:</p> <p>Advisor: Campaign For Nature, USA: Advising a large multinational team of biodiversity experts working with national Governments and indigenous people and local communities to advocate a comprehensive agreement at the Convention on Biological Diversity (CBD) to conserve at least 30 percent of terrestrial and marine areas by 2030 and promote appropriate financing through research and advocacy.</p> <p>Like Minded Megadiverse Countries Group (LMMC): Supporting Ethiopia, as the chair of the 20 member LMMC group to prepare for common positions for the fifteenth meeting of the</p>

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	<p>Conference of Parties to the Convention for Biological Diversity (CBD) and participating in the meeting as its official delegate.</p> <p>Global Environment Facility Funding Needs Assessment: Assessing the global funding requirements for the implementation of the Convention on Biological Diversity and its Protocols, for the eight replenishment of the Global Environment Facility Trust Fund.</p> <p>International Climate Initiative (IKI), Germany: Provided technical support to develop the criteria for innovative proposals that has the potential for transformative effects to decarbonize energy systems and economy, promote sustainable development and environmental conservation.</p> <p>Athena Infonomics LLC-Chennai, India: Designing climate change adaptation and biodiversity projects and establishing consortiums to implement them.</p> <p>United Nations Convention On Biological Diversity – Montreal, Canadá: Director of Implementation, Technical Support & Outreach Division: Establish partnerships with wide range of international, regional, and national governments, donor agencies, multilateral agencies, private sector, media, research organizations, and NGOs to achieve transformative changes through innovative approaches. Manage US\$10M annual budget.</p> <p>The World Bank Group, Global Environment Facility –Washington, D.C. Senior Environmental Specialist: Directed portfolio of climate change and biological diversity projects in countries worldwide. Oversaw six contracted project managers, as well as performance and</p>
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	<p>fiduciary responsibility of US\$400M project portfolio budget achieving long-term transformative changes for achieving low GHG emission pathways that is also socially sustainable.</p> <p>United Nations Environment Programme Headquarters – Nairobi, Kenya Task Manager, Climate Change: Developed from scratch and managed a project portfolio on climate change and formulated UNEP's climate change strategy. Assisted developing countries in formulating national action plans on climate change. Managed up to US\$25M annual program budget.</p> <p>Environment Liaison Centre International – Nairobi, Kenya Rio 1992 Coordinator: Led the coordination of global input by the civil society in the preparatory process for the 1992 Earth Summit funded by the French Government. The document was published and presented to the preparatory meeting of the Earth Summit in New York in 1991.</p> <p>Center For Science And Environment – New Delhi, India: Associate Director of International Programs: Led team of five researchers and writers to execute domestic and international advocacy campaigns regarding global environmental issues.</p>
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	28.03.2025
Shareholding in the Company	NIL
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	NA

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Number of Meetings of the Board attended during the year	Nil
Other Directorships	Nil
Memberships	Nil
Chairmanship of Committees of other Boards	None

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