

## NOTICE

Shorter Notice is hereby given that the 7th Annual General Meeting of the Members of Kshema General Insurance Limited will be held on Thursday, 26<sup>th</sup> Day of June 2025 at 03.00 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:

### ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as on 31st March 2025 and the statement of Profit & Loss, Cash Flow Statement for the year ended on that date together with the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Natraj Nukala (DIN: 02119316), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and declare final Dividend for the Financial year ended March 31, 2025

**“RESOLVED THAT** a dividend of INR. 15,00,00,000/- (Rupees Fifteen Crores only) at the rate of 12.34% on each fully paid-up equity share of INR. 10/- (Rupees Ten Only) be and is hereby declared for the financial year ended March 31, 2025 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31 2025, after deduction of tax at source, to those shareholders whose names appear in the Register of Members of the Company on June 21, 2025, being the Record Date for the payment of interim dividend.

4. To appoint M/s. Varma & Varma, Chartered Accountants, Hyderabad (FRN: 004532S) as Statutory Auditors of the Company.

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 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 (Corporate Governance for Insurers ) Regulations, 2024 and Master Circular on Corporate Governance for Insurers, 2024 and other applicable law, consent of the members be and is hereby accorded for the appointment of M/s. Varma & Varma, Chartered Accountants, Hyderabad (FRN: 004532S) as the Statutory Auditors of the Company for a term of 3 (three) consecutive years from the conclusion of ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2028 on such terms and conditions and on such remuneration as may be fixed mutually between the Auditors and the Board.

#### REGISTERED OFFICE

#413, 4th Floor, My Home Tycoon  
Kundan Bagh, Begumpet, Hyderabad  
500016, Telangana, India.

#### CORPORATE OFFICE

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



5. To appoint M/s. M Anandam & Co., Chartered Accountants, (FRN: 000125S), Hyderabad as Statutory Auditors of the Company

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 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 (Corporate Governance for Insurers ) Regulations, 2024 and Master Circular on Corporate Governance for Insurers, 2024 and other applicable law, consent of the members be and is hereby accorded for the appointment of M/s. M Anandam & Co., Chartered Accountants, (FRN: 000125S), Hyderabad as the Statutory Auditors of the Company for a term of 3 (three) consecutive years from the conclusion of ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2028 on such terms and conditions and on such remuneration as may be fixed mutually between the Auditors and the Board.

#### SPECIAL BUSINESS:

6. To increase the Authorized Share Capital of the Company from Rs. 220 crores by further Rs. 80 crores in total aggregating Rs. 300 crores

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

**“RESOLVED THAT** pursuant to provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the applicable provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company **from** Rs. 220,00,00,000/- (Rupees Two Hundred and Twenty Crores only) divided into 22,00,00,000 (Twenty Two Crores) Equity shares of (Rupees Ten only) each **to** 300,00,00,000/- (Rupees Three Hundred Crores only) divided into 30,00,00,000 (Thirty Crores) Equity shares of (Rupees Ten only) each with a power of Company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the Company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf.

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**RESOLVED FURTHER THAT** the existing Clause 5 of the Memorandum of Association of the Company be altered and substituted by the following new Clause:

5. "The share capital of the Company is Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) divided into 30,00,00,000 (Thirty Crores) Equity shares of (Rupees Ten only) each, with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may be determined under the provisions of the Companies Act 2013 or any other applicable Act (s), Rule(s) and Regulation(s)."

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

Sd/-  
Prabha Vadlamannati  
Company Secretary & Chief Compliance Officer

Place: Hyderabad  
Date: 24.06.2025

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**NOTES:**

1. A member entitled to attend and vote at the Annual 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. 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.
8. 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.
9. 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.

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10. Record Date of the purpose of dividend shall be 17<sup>th</sup> June, 2025 for determining entitlement of members to dividend for the financial year ended 31<sup>st</sup> March 2025. The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited/dispatched within statutory timeline, to those members whose names appear on the Company's Register of Members on the Record Date; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited as beneficial owners or members as on that date.
11. Route map including prominent landmark for easy location of the place of the Meeting is also enclosed to the Notice.

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

Item no. 6 of the notice:

**To increase the Authorized Share Capital of the Company from Rs. 220 crores by further Rs. 80 crores in total aggregating Rs. 300 crores**

The present authorized equity share capital of the Company is Rs. 220,00,00,000/- (Rupees Two Hundred and Twenty Crores only) divided into 22,00,00,000 (Twenty-Two Crores) Equity shares of (Rupees Ten only) each. Your Company wishes to increase the capital to 300,00,00,000/- (Rupees Three Hundred Crores only) divided into 30,00,00,000 (Thirty Crores) Equity shares of (Rupees Ten only) each.

Your Directors recommend the increase of authorized capital to Rs. 300 crores for working capital requirements.

For this purpose, the Memorandum of Association of the Company are proposed to be suitably altered as set out at Item No. 6 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the authorized share capital and for the alteration of capital cause of the Memorandum of Association of the Company. The copy of Memorandum and Articles of Association with the proposed changes is available for Inspection for the members during the business hours of the Company at its registered office.

The Board of Directors accordingly recommended the resolution set out in Item No.6 for the approval of the 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**.

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

Sd/-  
**Prabha Vadlamannati**  
Company Secretary

**Place: Hyderabad**

**Date: 24.06.2025**

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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 Seventh Annual General Meeting of the Company on Thursday, 26<sup>th</sup> day of June 2025 at 03.00 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)  
holder/proxy

Signature of first

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.

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**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

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 Seventh Annual General Meeting of the Company, to be held at the registered office of the Company, on Thursday, 26<sup>th</sup> June 2025 at 03.00 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

**REGISTERED OFFICE**#413, 4th Floor, My Home Tycoon  
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Resolution No.	Resolution	Please indicate preference (✓) *	
Ordinary Business		For	Against
1.	To consider and adopt the audited Balance Sheet as on 31st March 2025 and the statement of Profit & Loss, Cash Flow Statement for the year ended on that date together with the reports of the Auditors and Directors thereon		
2.	To appoint a Director in place of Mr. Natraj Nukala (DIN: 02119316), who retires by rotation and being eligible, offers himself for re-appointment		
3.	To consider and declare final Dividend for the Financial year ended March 31, 2025		
4.	To appoint M/s. Varma & Varma, Chartered Accountants, Hyderabad (FRN: 004532S) as Statutory Auditors of the Company		
5.	To appoint M/s. M Anandam & Co., Chartered Accountants, (FRN: 000125S), Hyderabad as Statutory Auditors of the Company		
Special Business			
6.	To increase the Authorized share capital of the Company from Rs. 220 crores by further Rs. 80 crores in total aggregating Rs. 300 crores		

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2025

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**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.

**Route Map**

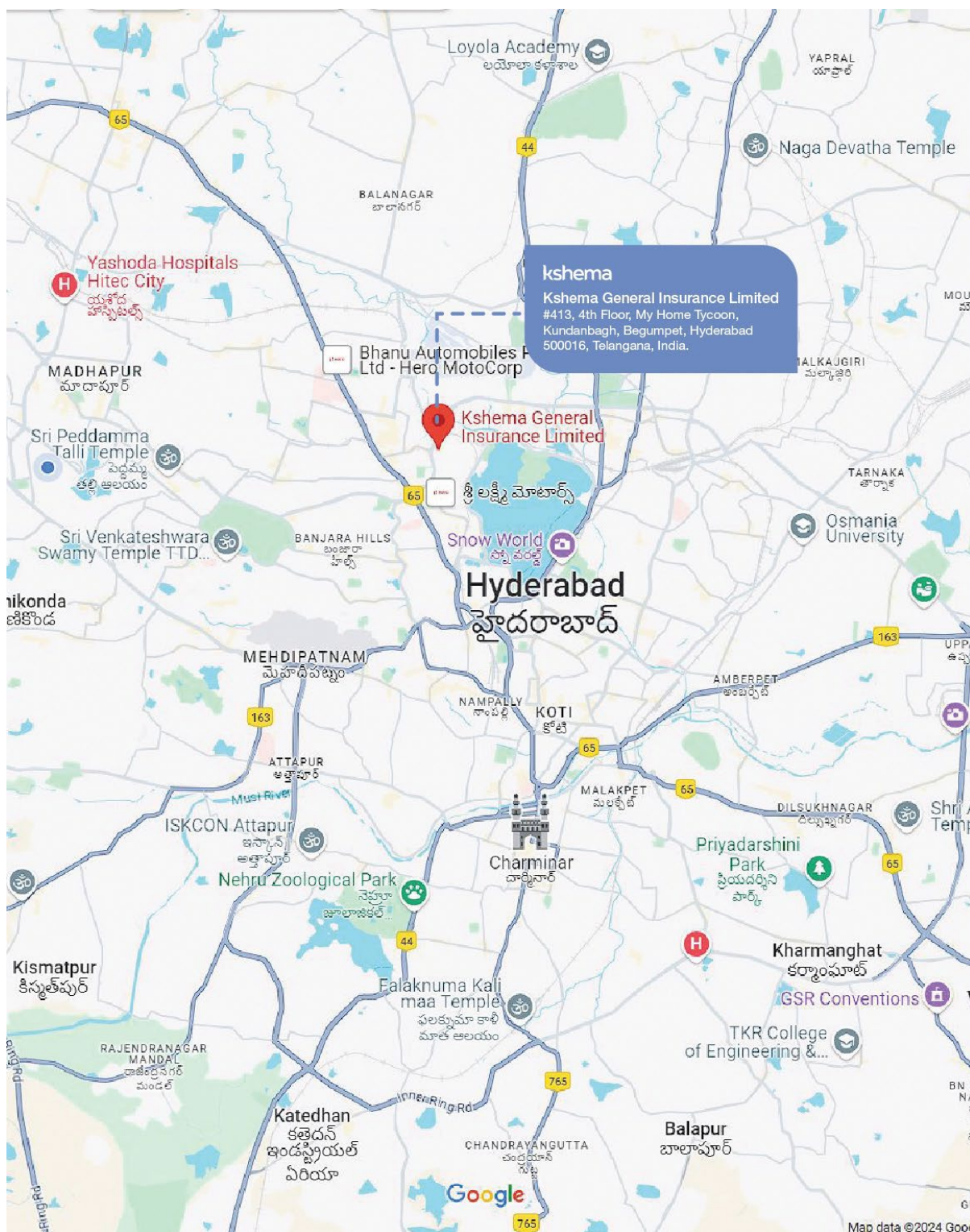
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Kshema General Insurance Limited | IRDAI Reg. No. 162 | CIN No: U66000TG2018PLC125484

