

**ZURICH KOTAK GENERAL INSURANCE COMPANY (INDIA) LIMITED
(Formerly known as Kotak Mahindra General Insurance Company Limited)**

NOTICE OF ANNUAL GENERAL MEETING

Registered & Corporate Office: 401, 4th floor, Silver Metropolis, Jai Coach Compound, Off Western Express Highway, Goregaon (East), Mumbai – 400063
<https://www.zurichkotak.com/>
CIN: U66000MH2014PLC260291.

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ZURICH KOTAK GENERAL INSURANCE COMPANY (INDIA) LIMITED (“COMPANY”) WILL BE HELD ON MONDAY, 21ST JULY 2025 AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited Financial Statements of the Company for the financial year ended 31st March 2025, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

- 2. To re-appoint Mr. Gaurang Shah (DIN: 00016660), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gaurang Shah (DIN: 00016660), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

- 3. To re-appoint Mr. Jaideep Hansraj (DIN: 02234625), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jaideep Hansraj (DIN: 02234625), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

- 4. To consider and approve the appointment of M/s Chaturvedi & Co LLP and M/s MM Nissim & Co LLP as joint statutory auditors of the company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 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 time being in force) and Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 and the guidelines/ circulars/ regulations issued by the Insurance Regulatory and Development Authority of India, as applicable, including any amendments, modifications, variations, or re-enactments thereof, based on the recommendation of the

Audit Committee and approval of the Board of Directors, the Company hereby appoints, M/s Chaturvedi & Co LLP (FRN: 302137E) and M/s MM Nissim & Co LLP (FRN: 107122W/W100672), Chartered Accountants who have confirmed their eligibility in terms of Section 141 of the Companies Act, 2013 read with the applicable rules, are appointed as Joint Statutory Auditors of the Company for the term of 3(three) consecutive years (FY 2025-26 to FY 2027-28) and 4 (Four) consecutive years (FY 2025-26 to FY 2028-29) respectively, commencing from the conclusion of this Annual General Meeting till the conclusion of the Fourteenth and Fifteenth Annual General Meeting respectively subject to their continuity of fulfillment of the applicable eligibility norms. At a remuneration to be fixed by the Board of Directors of the Company in addition to applicable taxes and reimbursement of out-of-pocket expenses incurred by them, if any, in connection with the joint audit of the accounts of the Company.

“RESOLVED FURTHER that the Managing Director and Chief Executive Officer, the Chief Finance Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and file such forms, intimations with the Ministry of Corporate Affairs or any other regulatory body as may be required to give effect to the above resolution”.

**By order of the Board of Directors
For Zurich Kotak General Insurance Company (India) Limited**

**Parshant Arora
Company Secretary**

**Date: June 27, 2025
Place: Mumbai**

NOTES:

1. Pursuant to the General Circular No. 20/ 2020 dated 5th May 2020 read with other relevant circulars including 10/ 2022 dated 28th December 2022 and 25th September, 2023 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting.
2. In terms of the MCA Circulars, since the physical attendance of members at the meeting to be held through VC / OAVM has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under section 105 of the Act will not be available for the meeting. Hence, the Proxy Form, Attendance Slip and Route Map to the venue of meeting are not annexed to this Notice.
3. The attendance of the shareholders attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Notice of the meeting will be available on the website of the Company at www.zurichkotak.com
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be available for inspection by members upto the date

of the Meeting and accordingly members may write to the Company Secretary - parshant.arora@zurichkotak.com

6. The documents related to matters set out in the notice can be requested via email by writing to the Company Secretary at parshant.arora@zurichkotak.com on all working days up to and including the date of the meeting.
7. Members are requested to address all communications through their registered e-mail id only.
8. The documents related to matters set out in the notice can be requested via email by writing to the Company Secretary on all working days up to and including the date of the meeting.
9. The Members are requested to follow the below instructions: -
 - i. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join the meeting using the Dial-in details which will be shared separately.
 - ii. In case any member requires assistance for using the aforementioned Dial-in before or during the meeting, you may contact the Company Secretary, Mr. Parshant Arora.
 - iii. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.
 - iv. The facility of joining the meeting through VC/OVAC will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the meeting.

Voting:

- i. The voting at the Annual General Meeting shall be done by show of hands. In case a poll is demanded, the Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- ii. On demand of poll, the Members may vote by sending an e-mail to the Company Secretary at parshant.arora@zurichkotak.com stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using Symbol ('√')

Item no. of agenda	Assent	Dissent
	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
	100	

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

Name	Mr. Jaideep Hansraj
DIN	02234625
Qualification	B.com (Hon)
Age	59 years
Date of First appointment on the Board	26 th April 2024
Brief Profile	<p>Jaideep Hansraj is the Whole-time Director (Executive Director) at Kotak Mahindra Bank. He oversees the Affluent customer segment and the Human Resource function, aiming to enhance service offerings and drive the People agenda. Additionally, as the head of 'One Kotak', he promotes collaboration across the Bank and its subsidiaries.</p> <p>Previously, Jaideep was the Managing Director and CEO of Kotak Securities Limited, focusing on digitization and innovation, which led to significant business improvements. Before that, he was the Chief Executive of Kotak Mahindra International Ltd. and later led Kotak Securities' private client function. In 2004, he moved to build the Wealth Management portfolio at the Bank, earning numerous accolades, including being ranked #1 in the Asian Private Banker's India 2017 AUM League Table.</p> <p>Jaideep joined the Kotak Mahindra Group in 1993 and quickly rose through the ranks. He is part of the Bank's Group Management Council. Outside of work, Jaideep enjoys cycling, Indian and Classical music, and traveling.</p>
No. of shares held	Nil
Remuneration last drawn upto date of the Notice	Not Applicable
Remuneration sought to be paid	Not Applicable
Terms and conditions of reappointment	Appointment as Non-Executive and Non-Independent Director, liable to retire by rotation
Number of Meetings of the Board attended as on date of this Notice.	8 (Attended during the financial year 2024-25)
Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorships held in other companies in India as on date of Notice	<ul style="list-style-type: none"> i. Kotak Securities Limited ii. Kotak Mahindra Bank Limited iii. Kotak Mahindra Asset Management Company Limited iv. Kotak Mahindra Life Insurance Co.Ltd. v. Kotak Alternate Asset Managers Limited vi. Anukriya Foundation vii. Zurich Kotak General Insurance Company (India) Limited (formerly known as Kotak Mahindra General Insurance Company Limited)
Membership/ Chairmanship of committees in other	

companies (excluding foreign companies)	Sr. No.	Company Name	Name of the Board Committee	Whether Chairperson or Member
	1.	Kotak Mahindra Bank Limited.	Management Committee	Member
			Group Risk Management Committee	Member
			Subsidiary Oversight and Governance Committee	Member
	2.	Zurich Kotak General Insurance Company (India) Ltd.	Risk Management Committee	Member
			Expenditure Approval and Banking Committee	Member
	3.	Kotak Mahindra Asset Management Company Limited	Audit Committee	Member
			Corporate Social Responsibility Committee	Member
			Unit Holder Protection Committee	Member
			Equity Investment Committee (Non Board)	Member
			Debt Investment Committee (Non – Board)	Member
			PMS Investment Committee (Non – Board)	Member
			AIF Equity Investment Committee (Non – Board)	Member
	AIF Debt Investment Committee (Non – Board)	Member		

	4.	Kotak Mahindra Life Insurance Company Limited	Investment Committee	Member
			Risk Management Committee	Member
			Policyholder Protection Grievance Redressal and Claims Monitoring Committee	Member
	5.	Kotak Securities Limited	Audit Committee	Member
			Corporate Social Responsibility Committee	Chairman
			Nomination and Remuneration Committee	Member
			Risk Management Committee	Chairman
			Routine and Administration Functions (RAF) Committee	Chairman
			Expenses Approval Committee	Chairman
			Investment Committee	Chairman

Name	Mr. Gaurang Shah
DIN	00016660
Qualification	M.Com, ACA, Grad CWA, Grad CS.
Age	63 years
Date of First appointment on the Board	20 th December 2014
Brief Profile	<p>Mr. Gaurang Shah is a Non-Executive Director on the Boards of the Insurance, Asset Management and International subsidiary of Kotak Mahindra Bank.</p> <p>He has more than 40 years of work experience, largely in financial services, of which over 27 years have been with the Kotak Mahindra Group. He was Whole Time Director on the Board of Kotak Mahindra Bank heading the credit risk function for the bank. He also led the Insurance & Asset Management subsidiaries, as well as the Alternate Assets and Asset Reconstruction businesses.</p> <p>He has held several positions of responsibility, including Managing Director of Kotak Life Insurance, Group Head of Retail Assets at Kotak Mahindra Bank and Executive Director of Kotak Mahindra Primus (a joint venture between Kotak Mahindra Group and Ford Credit International).</p>
No. of shares held	Nil
Remuneration last drawn upto date of the Notice	Sitting fees paid amounting to INR 4.2 lakhs during Financial year 2024-2025)
Remuneration sought to be paid	Not Applicable
Terms and conditions of reappointment	Appointment as Non-Executive and Non-Independent Director, liable to retire by rotation
Number of Meetings of the Board attended	13 (Attended during the financial year 2024-25)
Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorships held in other companies in India as on date of Notice	<ol style="list-style-type: none"> 1. Kotak Mahindra Asset Management Company Limited 2. Kotak Alternate Asset Managers Limited (Formerly known as Kotak Investment Advisors Limited) 3. Kotak Mahindra (UK) Limited 4. Kotak Mahindra International Limited 5. Kotak Mahindra Life Insurance Company Limited 6. Zurich Kotak General Insurance Company (India) Limited 7. MGMA Consultants Private Limited 8. Billionbrains Garage Ventures Private Limited 9. Groww Creditserv Technology Private Limited

Membership/ Chairmanship of committees in other companies (excluding foreign companies)	Sr. No.	Company Name	Name of the Board Committee	Whether Chairperson or Member
	1.	Kotak Mahindra Asset Managem ent Company Ltd.	Risk Management Committee	Member
			Corporate Social Responsibility Committee	Member
	2.	Zurich Kotak General Insurance Company (India) Ltd.	Nomination and Remuneration Committee	Member
			Board Investment Committee	Member
			Policyholder Protection, Grievance Redressal and Claims Monitoring Committee	Member
	3.	Kotak Alternate Asset Managers Limited	Nomination and Remuneration Committee	Chairperson
			Investment Committee	Member
			Product Approval Committee	Member
	4.	Kotak Mahindra Life Insuranc e Company Limited	Investment Committee	Member
			Risk Management Committee	Member
			Corporate Social Responsibility Committee	Member
			Banking Committee	Chairman
			With Profits Committee	Chairman

			Committee of Directors	Member
	5.	Billionbra ins Garage Ventures Limited	Audit Committee Nomination and Remuneration Committee.	Member Member
	6.	Groww Creditser v Technolo gy Private Limited	Audit Committee Risk Management Committee Nomination and Remuneration Committee	Member Member Member