

**TRANSCRIPT OF THE 11TH (ELEVENTH) ANNUAL GENERAL MEETING OF ZURICH KOTAK GENERAL INSURANCE COMPANY (INDIA) LIMITED FOR THE FINANCIAL YEAR 2024-25 HELD ON MONDAY, JULY 21, 2025 AT 11.00 A.M. TO 11:07 A.M. DEEMED TO BE HELD AT REGISTERED OFFICE OF THE COMPANY AT 401, 4TH FLOOR, SILVER METROPOLIS, JAI COACH COMPOUND, OFF WESTERN EXPRESS HIGHWAY, GOREGAON (EAST), MUMBAI – 400063 THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”).**

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The Annual General Meeting (AGM) of Zurich Kotak General Insurance Company (India) Limited (“the Company”) for the Financial Year (“FY”) 2024- 25 was held through Video Conferencing mode.

Mr. Parshant Arora, Company Secretary, welcomed the members, Directors and other invitees to the AGM of the Company for the FY 2024-25 which was held through video conferencing mode in accordance with the provisions of the Companies Act, 2013 and various circulars issued by Ministry of Corporate Affairs in this regard.

Mr. Srinivas Injeti, Chairman of the Board of the Company, chaired this Meeting.

The Company Secretary informed the members that Mr. Srinivas Injeti, Mr. D. Sundaram, Mr. Gaurang Shah, Ms. Tulsi Naidu, Mr. Matthew Reilly, Mr. Pushan Mahapatra, Mr. Alok Kumar Agarwal were present as directors of the Company at the Meeting. Other directors could not attend the meeting due to their pre-occupied schedule.

It is further informed to the members that Mr. D. Sundaram, the Chairman of the Audit Committee and Chairman of Nomination and Remuneration Committee attended the Meeting.

Mr. Tushar Kandoi authorized representative of M/s. Chaturvedi & Co LLP, Joint Statutory Auditor of the Company and Ms. Harshini Parikh authorized representative of M/s Rupal Jhaveri & Co., Secretarial Auditor of the Company, attended the meeting through video Conferencing mode.

The Authorized representatives of M/s VC Shah & Co LLP., Joint Statutory Auditors, could not attend the Meeting due to their prior commitments.

Mr. Yash Kotak, Chief Financial Officer of the Company and Ms. Smriti Dahiya, Program Lead – Zurich, also attended the meeting as an invitee.

### **Quorum**

A total of two (2) authorized representatives of seven shareholders/ member companies were present at the Meeting, comprising:

- Ms. Fiona Cheng, as the Authorised Representative of six Zurich shareholder companies collectively holding 70% of the paid-up equity share capital of the Company; and
- Ms. Avan Doomasia, as the Authorised Representative of Kotak Mahindra Bank Limited, holding 30% of the paid-up equity share capital of the Company.

The Company Secretary informed that in terms of MCA circulars, attendance of members attending through video conferencing or other audio-visual means shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. He confirmed that the requisite quorum as per the Act was present.

Thereafter, the Company Secretary called the meeting to order with the permission of Chairman.

### **Notice**

With the consent of the members, the Notice of the Annual General Meeting was taken as read.

### **Agenda**

On behalf of the Chairman, Company Secretary proceeded with the formal agenda as set out in the Notice of Meeting which is as under:

### **Resolution no.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.**

Mr. Parshant Arora, Company Secretary of the Company, informed the members that 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 were circulated to the members for adoption.

Before putting the Resolution to vote, the Company Secretary enquired from the members if there were any queries and clarifications required on the same.

Members were requested to propose and second the Resolution and vote by show of hands.

Ms. Fiona Cheng proposed the resolution.

Ms. Avan Doomasia, seconded the resolution.

Since all the Members voted in favor of the resolution, the resolution was passed unanimously.

**Resolution no.2: To re-appoint Mr. Gaurang Shah (DIN: 00016660), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.**

Mr. Parshant Arora, Company Secretary of the Company, informed the members that, in accordance with the provisions of the Companies Act, 2013, two-thirds of the total number of directors (excluding independent directors) shall be liable to retire by rotation, and one-third of such directors shall retire at the Annual General Meeting. Accordingly, Mr. Gaurang Shah, who retires by rotation, being eligible, offered himself for reappointment. The same was proposed for the approval of the Members.

Before putting the Resolution to vote, the Company Secretary enquired from the members if there were any queries and clarifications required on the same.

Members were requested to propose and second the Resolution and vote by show of hands.

Ms. Avan Doomasia proposed the resolution.

Ms. Fiona Cheng seconded the resolution.

Since all the Members voted in favor of the resolution, the resolution was passed unanimously.

**Resolution no.3: To re-appoint Mr. Jaideep Hansraj (DIN: 02234625), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.**

Mr. Parshant Arora, Company Secretary of the Company, informed the members that, in accordance with the provisions of the Companies Act, 2013, two-thirds of the total number of directors (excluding independent directors) shall be liable to retire by rotation, and one-third of such directors shall retire at the Annual General Meeting. Accordingly, Mr. Jaideep Hansraj, who retires by rotation, being eligible, offered himself for reappointment. The same was proposed for the approval of the Members.

Before putting the Resolution to vote, the Company Secretary enquired from the members if there were any queries and clarifications required on the same.

Members were requested to propose and second the Resolution and vote by show of hands.

Ms. Avan Doomasia proposed the resolution.

Ms. Fiona Cheng seconded the resolution.

Since all the Members voted in favor of the resolution, the resolution was passed unanimously.

**Resolution no.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**

Mr. Parshant Arora, Company Secretary of the Company, informed the members that the Board of Directors of the Company at its meeting held on April 29, 2025, approved and recommended to the members the appointment of M/s Chaturvedi & Co LLP and M/s MM Nissim & Co LLP as joint statutory auditors of the company.

He further informed the members that, it has been proposed to appoint M/s Chaturvedi & Co LLP (FRN: 302137E/E300286) and M/s MM Nissim & Co LLP (FRN: 107122W/W100672, 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.

Before putting the Resolution to vote, the Company Secretary enquired from the members if there were any queries and clarifications required on the same.

Members were requested to propose and second the Resolution and vote by show of hands.

Ms. Fiona Cheng proposed the resolution.

Ms. Avan Doomasia, seconded the resolution.

Since all the Members voted in favor of the resolution, the resolution was passed unanimously.

**Vote of Thanks**

There was no other business to be transacted, Company Secretary declared the Meeting as concluded. He thanked all the Directors and Shareholders for their co-operation and support.

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