

TRANSCRIPT OF THE FIRST EXTRA-ORDINARY GENERAL MEETING OF ZURICH KOTAK GENERAL INSURANCE COMPANY (INDIA) LIMITED FOR THE FINANCIAL YEAR 2025-26 HELD ON SATURDAY, OCTOBER 11, 2025 FROM 11:00 A.M. TO 11:06 A.M. AT SHORTER NOTICE 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”).

Mr. Parshant Arora, Company Secretary welcomed the members and Directors to the First Extra-Ordinary General Meeting (‘EGM or the Meeting’) of the Company for the FY 2025-26 which was being held at shorter notice. In compliance with the circulars issued by the Ministry of Corporate Affairs and other applicable regulatory authorities, the EGM is being conducted through Video Conferencing without the physical presence of the Members.

Mr. Pushan Mahapatra, Director was elected as the Chairman of the Meeting.

The Company Secretary informed the members that Mr. Pushan Mahapatra, Mr. Gaurang Shah and 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.

Mr. Tushar Kandoi authorized representative of M/s. Chaturvedi & Company LLP Joint Statutory Auditor and Mr. Sanjay Khemani, authorized representative of M/s. MM Nissim & Co LLP Joint Statutory Auditor attended the meeting.

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
- Mr. Kaynaan Shums, as the Authorised Representative of Kotak Mahindra Bank Limited, holding 30% of the paid-up equity share capital of the Company.

The Company Secretary mentioned 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 is 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 EGM was taken as read.

Agenda

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

Resolution no.1: To consider and approve the appointment of Mr. Girish Chandra Chaturvedi (DIN: 00110996) as an Independent Director of the Company

Mr. Parshant Arora, Company Secretary of the Company, informed the members that based on the recommendation of the Nomination & Remuneration Committee, the Board at its Meeting held on October 3, 2025, approved the candidature of Mr. Girish Chandra Chaturvedi (DIN: 00110996) for appointment as an Additional Director designated as Independent Director of the Company with effect from the October 3, 2025 until the date he attains the age of 75 (seventy five) years, on such terms and conditions as may be specified in the appointment letter and as may be permitted under applicable laws, regulations or circulars in this regard. Further, the relevant details of Mr. Girish Chandra Chaturvedi as required under Secretarial Standard - 2 were circulated to the members.

The Company had received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Girish Chandra Chaturvedi for his appointment to the office of Independent Director.

The members are informed that the necessary declarations and disclosures including deed of covenant as required under, the Master Circular on Corporate Governance for Insurance, 2024 issued by the Insurance Regulatory and Development Authority of India, the Companies Act, 2013 and other applicable laws were received from Mr. Girish Chandra Chaturvedi.

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

Accordingly, the same was recommended to the Members for their consideration and approval.

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

Mr. Kaynaan Shums 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.2: To consider and approve payment of Fixed Remuneration on pro-rata basis to Mr. Srinivas Injeti, erstwhile Chairperson of the Board and Independent Director of the Company.

Mr. Parshant Arora, Company Secretary of the Company, informed the members that, the members of the Company, at the Extraordinary General Meeting held on March 24, 2025, approved the payment of fixed remuneration of INR 20,00,000 (Rupees Twenty Lakhs only) per annum, in addition to the sitting fees, to the Independent Director serving as Chairperson of the Board, subject to the prior approval of the Insurance Regulatory and Development Authority of India ("IRDAI"). The said resolution provided that the remuneration would be payable on an annual basis, post conclusion of the Annual General Meeting of the particular financial year.

Subsequently, the IRDAI, vide its letter dated June 17, 2025, accorded its approval for payment of remuneration to the Chairperson and Independent Director of the Company.

Further, Mr. Srinivas Injeti, erstwhile Chairperson of the Board and Independent Director, resigned from the Board of the Company effective from August 29, 2025. Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, by way of circular resolution passed on September 29, 2025, approved the payment of fixed remuneration to Mr. Srinivas Injeti on a pro-rata basis for the period from April 1, 2025, to August 29, 2025, out of the total approved annual remuneration of INR 20,00,000 per annum.

It was informed that to give effect to this, the approval of the members was being sought by way of a Special Resolution, in partial modification of the resolution previously passed on March 24, 2025.

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

Accordingly, the same was recommended to the Members for their consideration and approval.

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

Ms. Fiona Cheng proposed the Resolution.

Mr. Kaynaan Shums 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 of for their co- operation and support.
