

TRANSCRIPT OF THE SECOND EXTRA-ORDINARY GENERAL MEETING OF KOTAK MAHINDRA GENERAL INSURANCE COMPANY LIMITED FOR THE FINANCIAL YEAR 2023-24 HELD ON FRIDAY, DECEMBER 22, 2023 FROM 11.00 A.M. TO 11:15 A.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”).

Mr. Parshant Arora, Company Secretary welcomed the members and Directors to the second Extra-Ordinary General Meeting (‘EGM or the Meeting’) of the Company for the FY 2023-24. 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. Gaurang Shah, Chairman of the Company, chaired the Meeting.

The Company Secretary informed the members that all the Directors are present at the Meeting except Mr. G Murlidhar and Mr. Noshir Dastur who could not attend the meeting due to other pre-occupations.

Mr. Ravi Venkatraman, Audit Committee Chairman and Ms. Sharda Agarwal, Nomination & Remuneration Committee Chairperson are also present at the Meeting.

The authorized representatives of M/s MSKA & Associates and M/s V.C. Shah & Co., Joint Statutory Auditors and M/s Rupal Jhaveri & Co., Secretarial Auditor could not attend the Meeting due to prior commitments.

Quorum

Total 5 (five) members are present in the Meeting [including 1 (one Authorized Representative)] holding 100% of the Equity paid-up share capital of the Company.

The Company Secretary mentioned that in terms of MCA circulars, attendance of members 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 is taken as read.

Agenda

On behalf of the Chairman, I will now proceed with the formal agenda as set out in the EGM Notice:

Resolution no.1: Appointment of Mr. Noshir Dastur (DIN: 00022814) as an Independent Director of the Company for a period of three years w.e.f 27th November, 2023 to 26th November, 2026

The Board of Directors had approved the appointment of Mr. Noshir Dastur as an Additional Director in the category of Independent Director on 27th November, 2023 on the recommendation of Nomination & Remuneration Committee and holds office upto the date of the next Annual General Meeting/Extra-ordinary General Meeting.

As per the Companies Act, appointment of Independent Director is subject to approval of the shareholders.

In the opinion of the Board of Directors, Noshir Dastur fulfils the conditions specified under IRDAI guidelines on Corporate Governance, the Companies Act and the relevant rules made thereunder for his appointment as an Independent Director of the Company

In view of the above, it is proposed to appoint Noshir Dastur as an Independent Director of the Company not liable to retire by rotation.

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

I now request members to propose the Resolution and vote by show of hands.

Mr. Devang Gheewala, proposed the Resolution.

Ms. Anu Aggarwal, seconded the Resolution

I now put this resolution to vote by way of show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

Shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the Shareholders raised their hands.

The resolution has been passed unanimously.

Vote of Thanks

There being no other business to be transacted, I declare the Meeting as concluded. I would like to thank all the Directors and Shareholders of for their co- operation and support.
