

To  
Mr T Sivarama Prasad  
Flat No 206 Tower-A, Indis One City,  
Behind Malaysian Township,  
Kukatpally, Medchal- Malkajgiri,  
Telangana- 500072

Dear Sir

Sub: Appointment as Independent Director on the Board of Kshema General Insurance Ltd  
("the Company")

We are pleased to inform you that upon the approval of the Board of Directors of the Company in their meeting held on June 17, 2023, you have been appointed as Additional Director in the capacity of Independent Director on the Board of the Company. The appointment is governed by provisions of the Companies Act, 2013 and the Rules made thereunder. The appointment is subject to approval of the Shareholders in the ensuing Annual General Meeting.

You may kindly note the following in respect of your appointment:

1. Term of appointment - Your appointment is effective from 17<sup>th</sup> June 2023 shall be for a period of one year, i.e. upto 31<sup>st</sup> May 2024
2. Committees - The Board may, if deem fit, invite you for being appointed in one or more existing Committee(s) or any Committee(s) to be set up in future. Your appointment in such Committee(s) will be subject to the applicable statutory provisions.
3. Meetings - The Board meets four times in a year. The Audit Committee meets four times in a year. The Remuneration and Nomination Committee meets as and when necessary. You will be expected to attend the meetings of the Board and its Committees to which you may be appointed and the Shareholder meetings.
4. Role - Your role and duties will be those normally required of an Independent Director under Companies Act, 2013 and the Rules made thereunder. You will not be an employee of the Company and this will not constitute a contract of employment.
5. Duties - You shall act in good faith in order to promote the objectives of the Company for the benefit of its members as a whole and in the interests of the Company.
6. Responsibilities - You shall act in accordance with the Company's Memorandum and Articles of Association and shall discharge your duties with due and reasonable care.





## KSHEMA GENERAL INSURANCE LIMITED

7. Disclosure of Interest – Should any circumstances arise, which may give rise to a conflict of interest, such circumstances shall be disclosed to the Board who shall have the authority to take appropriate decisions in this regard.
8. Directors' Liability Insurance – The Company shall assume and maintain such cover for the full term of your appointment subject to the terms of the policy in force from time to time.
9. Code of Conduct – You shall be subject to the Code of Business Conduct and Ethics as applicable to all the members of the Board and the employees of the Company.
10. Remuneration – You shall be paid sitting fees for attending the meetings of the Board and / or its Committees. In addition you shall be reimbursed for travel and incidental expenses incurred by in the performance of your duties during the tenure of your appointment.
11. Confidentiality – As an Independent Director, you must apply the highest standard of confidentiality and not disclose any confidential information concerning the Company which you may have acquired in the course of your role as Independent Director.
12. Performance Evaluation – As per policy, the Company will carry out an evaluation of the performance of the Board on an annual basis. Your appointment and re-appointment if any
13. Separate meeting of Independent Directors – As per Schedule IV to the Companies Act, 2013, the Independent Directors of the Company shall hold at least one meeting in a year without the attendance of the Non-Independent Directors and shall review the performance of the Non-Independent Directors and the Board as a whole. The Independent Directors are free to call such meeting any point of time, as desired.
14. Termination – You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board. Your appointment may also be terminated in accordance with the applicable provisions of the law.
15. General – This appointment is governed by and will be interpreted in accordance with Indian law and subject to the jurisdiction of Indian courts.

It is our pleasure to have you on our Board. We are confident that your association, expertise and advice will immensely benefit the Board and the Company.

Best Regards  
Yours sincerely

Vyasa Krishna Burugupalli  
Managing Director & CEO

