

**NAVI GENERAL INSURANCE LIMITED
(CIN- U66000KA2016PLC148551)**

Registered Office: Vaishnavi Tech Square, 7th Floor, Iballur Village,
Begur Hobli, Bengaluru, Karnataka- 560102.

Toll-free number: 1800 123 0004

Website: <https://navi.com/insurance>

Email: insurance.help@navi.com

IRDAI Registration Number: 155

Notice of the Eighth Annual General Meeting

SHORTER NOTICE is hereby given that the **Eighth Annual General Meeting** of the Members of Navi General Insurance Limited will be held at **Vaishnavi Tech Square, 7th Floor, Iballur Village, Begur Hobli, Bengaluru, Karnataka- 560102, Karnataka** on **September 30, 2024, at 01:30 P.M.** to transact the following business:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE PERIOD ENDED MARCH 31, 2024, INCLUDING THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

To consider and thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the recommendation & approval of the Audit Committee and the Board of Directors of the Company, the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024, including the Audited Balance Sheet as at March 31, 2024, Statement of Profit & Loss account and Cash flow statements for the year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon; along with all annexures as laid before this Annual General Meeting be and hereby received, considered and adopted.

RESOLVED FURTHER THAT Mr. Vaibhav Goyal, Managing Director & Chief Executive Officer, Mr. Ankit Bansal, Chief Financial Officer Mr. Ajay Kumar KV, Chief Compliance Officer and Ms. Shubhangi Dubey, Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies."

- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. SACHIN BANSAL (DIN: 02356346) WHO RETIRES BY ROTATION PURSUANT TO THE PROVISIONS OF SECTION 152 OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIS CANDIDATURE FOR RE-APPOINTMENT.**

To consider and thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the recommendation & approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sachin Bansal (DIN:

02356346) who retires by rotation at this Annual General Meeting be and is hereby reappointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

3. APPROVAL OF THE APPOINTMENT OF MS. RITUPARNA CHAKRABORTY (DIN: 07332241) AS THE DIRECTOR (INDEPENDENT)

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "Companies Act") and other applicable law and pursuant to the provisions of the articles of association of the Company, Ms. Rituparna Chakraborty, holding DIN: 07332241, who has provided her consent to act as an independent director of the Company if appointed and has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act and who is eligible for appointment, be and is hereby appointed as an independent director of the Company for a period of 5 (five) consecutive years from September 30, 2023 till September 29, 2028.

RESOLVED FURTHER THAT the Company takes note of the consent letter received from Ms. Rituparna Chakraborty providing her consent to act as an independent director of the Company declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby jointly or severally authorized to issue a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter."

4. APPROVAL OF THE PAYMENT OF REMUNERATION TO INDEPENDENT DIRECTORS AND NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-2025

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as SPECIAL RESOLUTION:

a. Approval of Payment of Remuneration to Dr. Nachiket Madhusudan Mor (Independent Director)

"RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, 198, and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act

(including any statutory modification(s) or re-enactment(s) thereof), the articles of association of the Company, and recommendation of the board of directors of the Company ("**Board**"), and subject to any approvals, permissions of any / various authority(ies), as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board and any other committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the approval of the members be and is hereby accorded for payment of remuneration of Rs.10,00,000/- (Rs. Ten Lakhs only) ("**Remuneration**") to Dr. Nachiket Madhusudan Mor (having DIN: 00043646), Independent Director of the Company for the financial year 2024-2025.

RESOLVED FURTHER THAT Mr. Vaibhav Goyal, Managing Director & Chief Executive Officer, Mr. Ankit Bansal, Chief Financial Officer Mr. Ajay Kumar KV, Chief Compliance Officer and Ms. Shubhangi Dubey, Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies."

b. Approval of Payment of Remuneration to Ms. Rituparna Chakraborty (Independent Director)

"RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, 198, and other applicable provisions of the Companies Act, 2013 ("**Act**") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof), the articles of association of the Company, and recommendation of the board of directors of the Company ("**Board**"), and subject to any approvals, permissions of any / various authority(ies), as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board and any other committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the approval of the members be and is hereby accorded for payment of remuneration of Rs.10,00,000/- (Rs. Ten Lakhs only) ("**Remuneration**") to Rituparna Chakraborty (having DIN: 07332241), Independent Director of the Company for the financial year 2024-2025.

RESOLVED FURTHER THAT Mr. Vaibhav Goyal, Managing Director & Chief Executive Officer, Mr. Ankit Bansal, Chief Financial Officer Mr. Ajay Kumar KV, Chief Compliance Officer and Ms. Shubhangi Dubey, Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies."

c. Approval of Payment of Remuneration to Ms. Usha A Narayanan (Independent Director)

"RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, 198, and other applicable provisions of the Companies Act, 2013 ("**Act**") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof), the articles of association of the Company, and recommendation of the board of directors of the Company ("**Board**"), and subject to any approvals, permissions of any / various authority(ies), as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting

such approvals, permissions and sanctions which may be agreed to by the Board and any other committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the approval of the members be and is hereby accorded for payment of remuneration of Rs.10,00,000/- (Rs. Ten Lakhs only) ("**Remuneration**") to Ms. Usha A Narayanan (having DIN: 06939539), Independent Director of the Company for the financial year 2024-2025.

RESOLVED FURTHER THAT Mr. Vaibhav Goyal, Managing Director & Chief Executive Officer, Mr. Ankit Bansal, Chief Financial Officer Mr. Ajay Kumar KV, Chief Compliance Officer and Ms. Shubhangi Dubey, Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies."

d. Approval of Payment of Remuneration to Mr. Gopalan Srinivasan (Non-Executive Director)

"RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, 198, and other applicable provisions of the Companies Act, 2013 ("**Act**") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof), the articles of association of the Company, and recommendation of the board of directors of the Company ("**Board**"), and subject to any approvals, permissions of any / various authority(ies), as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board and any other committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the approval of the members be and is hereby accorded for payment of remuneration of Rs.2,50,000/- (Rs. Two Lakhs Fifty Thousand only) ("**Remuneration**") to Mr. Gopalan Srinivasan (having DIN- 01876234), Non- Executive Director of the Company for the financial year 2024-2025.

RESOLVED FURTHER THAT Mr. Vaibhav Goyal, Managing Director & Chief Executive Officer, Mr. Ankit Bansal, Chief Financial Officer Mr. Ajay Kumar KV, Chief Compliance Officer and Ms. Shubhangi Dubey, Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies."

Place: Bangalore
Date: Sep 20, 2024

By Order of the Board
For Navi General Insurance Limited

Registered Office: Vaishnavi Tech
Square, 7th Floor, Iballur Village, Begur
Hobli, Bengaluru, Karnataka- 560102.

Sd/-
Shubhangi Dubey
Company Secretary
ACS 67529

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member. A blank proxy form is attached to this Notice.

The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

2. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to bring their attendance slip to the Meeting.
5. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, during normal business hours on any working day, at the Registered Office of the Company upto and including the date of Annual General Meeting.
6. The Shareholders are requested to update their Contact address and e-mail address for receiving all communications from the Company, electronically.
7. Members are requested to notify their queries, if any, on financial statements, etc. at least 48 hours before the time appointed for the meeting to facilitate the answering thereto.
8. The meeting is proposed to be held at a shorter notice and therefore as per the provisions of Section 101 of the Companies Act, 2013 and rules made thereunder, it requires the consent for shorter notice from majority in number of members entitled to vote and who represent not less than ninety-five per cent of such part of the paid-up share capital of the Company. The Company has received the consent for short notice from Navi Technologies Limited, the Holding Company of the Company.

Place: Bangalore
Date: Sep 20, 2024

By Order of the Board
For Navi General Insurance Limited

Registered Office: Vaishnavi Tech
Square, 7th Floor, Iballur Village, Begur
Hobli, Bengaluru, Karnataka- 560102.

Sd/-
Shubhangi Dubey
Company Secretary
ACS 67529

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 3

The Board of Directors of the Company had appointed Ms. Rituparna Chakraborty as Additional Directors of the Company with effect from September 30, 2023. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Chakraborty shall hold office up to the date of the forthcoming Annual General Meeting and are eligible to be appointed as an Independent Director. The Company has received declaration of independence from Ms. Chakraborty. In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Ms. Chakraborty fulfils the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Corporate Office of the Company during business hours on any working day and is also available on the website of the Company www.navi.com.

Profile and Background of Ms. Chakraborty

Ms. Chakraborty is the Co-Founder & Non-Executive Director at TeamLease Services Ltd. She has an experience of more than 23 years in execution, building scale and strategy. Till recently she has been Chief Executive Officer of two of TeamLease' leading businesses of Staffing and Degree Apprenticeship. In her two decades with TeamLease, she successfully steered the businesses to growth including through two critical crises of the Financial Market Meltdown in 2008 and during Covid, took the company to an IPO, represented Management in Quarter Analyst calls and investor Relations, negotiated through Mergers & Acquisitions, aggressively chased growth and solved complex Business Transformation challenges. Her work also helped her develop a deep understanding of the layered and high potential talent landscape and its challenges.

Over the years she has also founded and established Indian Staffing Federation in 2010, a recognized Industry body for staffing. She also actively advised & guided in the capacity of an Advisor, Committee Member or Board Member, various international authorities like ILO - Global Advisory Committee for ADULT (Apprenticeship Development for Universal Lifelong Learning & Training), International Organisation for Employers (IOE), Human Rights Organisation Verite et al. In India she has worked alongside Ministry of Labour & Employment, GOI on 4 Labour Codes Drafting, Ministry of Skill Development and Entrepreneurship (on Drafting of Apprenticeship Amendments) GOI, CII IR and Skill Council, FICCI Skill Committee, CUTTS International, has been part of the B20 Taskforce on Future of Work, Skilling & Mobility amongst others.

She is currently Advisory Board Member at IIM Udaipur, Center of Digital Enterprises and Governing Board Member at Goa Institute of Management. She has recently won the CII Corporate Women Leader of the Year 2022-23 for the Services Category. In addition, she has won the prestigious Businesswoman of the Year – Asia 2016, an Annual Jury based award selection hosted by Telstra. She is the first person from Asia to be included in the Global Power 100 and International 50 Woman in Staffing and has been on that list for over a decade since its inception.

Details pursuant to the requirements of Secretarial Standards-2

Name of the Director	Ms. Rituparna Chakraborty
DIN	07332241
Date of Birth	March 25, 1975
Date of appointment	September 30, 2023
Qualifications	<ul style="list-style-type: none"> Economics Graduate from Banaras

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	Hindu University [1996] <ul style="list-style-type: none"> • MBA from Goa Institute of Management [1999] • AMP from Columbia Business School [2022] • ISB EY Executive Program on Board Effectiveness [2023]
Experience	<ul style="list-style-type: none"> • Ms. Rituparna Chakraborty (DIN: 07332241) has around 10 years of experience – as a Co-founder & CEO of Team Lease Services Ltd where she has been handling the responsibilities like • Driving Revenue Growth & Profitability. • Taking the company to an IPO.
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Terms and Conditions of appointment or reappointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website
Date of first appointment on the Board	September 30, 2023
Shareholding in the company	Nil
Relationship with other Directors of the company	Nil
Other Directorships	

The Board recommends passing of the resolution set out under Item no. 3 for approval of the members as a special resolution. None of the Directors or Key Managerial Personnel and their relatives, except Ms. Chakraborty is concerned or interested (financially or otherwise) in this Resolution.

ITEM NO.4

The Members are hereby informed that as per the provision of Section 197 of the Companies Act, 2013 (Act), except with the approval of the Company in general meeting by a special resolution, the payment of remuneration to Non-Executive Directors shall not exceed 1% of the net profits of the Company in case the Company has a managing or whole-time director.

The Ministry of Corporate Affairs has on March 18, 2021, notified certain amendments to the provisions of Companies Act, 2013 which allows payment of remuneration to the Non-Executive Directors, including Independent Directors (referred as "NEDs") in the event of no profits or inadequate profits in any financial year. The said remuneration can be in addition to the sitting fees paid to NEDs for attending the meetings of the Board or Committees or reimbursement of expenses, if any. Schedule V has also been amended suitably to include enabling provisions and limits for allowing payment of remuneration to the NEDs in the event of no profit or inadequate profit.

It is further informed that pursuant to amendment in the provisions of Section 197 read with the relevant Rules and Schedule V of the Act, the Board of Directors has already approved the Remuneration Policy for Non-Executive Directors of the Company vide circular resolution dated March 31, 2021.

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The Members are further requested to approve for the payment of remuneration of Rs.10,00,000/- (Rs. Ten Lakhs only) each, to Ms. Rituparna Chakraborty (Independent Director), Ms. Usha A Narayanan (Independent Director), Mr. Nachiket Madhusudan Mor (Independent Director) and Rs.2,50,000/- (Rs. Two Lakhs Fifty Thousand only) to Mr. Gopalan Srinivasan (Non-Executive Director) of the Company for the financial year 2024-2025.

Except Ms. Rituparna Chakraborty (Independent Director), Ms. Usha A Narayanan (Independent Director), Mr. Nachiket Madhusudan Mor (Independent Director) and Mr. Gopalan Srinivasan (Non- Executive Director), none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution at Item No.4.

The Board recommends the resolution set forth in Item no.4 for the approval of the members.

Place: Bangalore
Date: Sep 20, 2024

By Order of the Board
For Navi General Insurance Limited

Registered Office: Vaishnavi Tech Square,
7th Floor, Iballur Village, Begur Hobli,
Bengaluru, Karnataka- 560102.

Sd/-
Shubhangi Dubey
Company Secretary
ACS 67529

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Toll-free number: 1800 123 0004

Website: <https://navi.com/insurance>

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IRDAI Registration Number: 155

8th Annual General Meeting

ADMISSION SLIP

PLEASE COMPLETE THE SLIP AND
HAND IT OVER AT THE
ENTRANCE TO THE MEETING
HALL

I hereby record my presence at the **EIGHT ANNUAL GENERAL MEETING** of the Company at
Vaishnavi Tech Square, 7th Floor, Iballur Village, Begur Hobli, Bengaluru, Karnataka- 560102 on
.....

Name of the Shareholders:

Folio/ Client ID/ DP ID No.:

No(s) of Shares Held:

Signature of the Shareholder(s)/ Proxy

=====

(This space has been intentionally left blank)

NAVI GENERAL INSURANCE LIMITED
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IRDAI Registration Number: 155

Form No. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)]

Name of the member (s): _____

Registered Address: _____

Email Id: _____

Folio No./ Client Id: _____ DP ID: _____

I/ We, being the member(s) holding _____ shares of the above-named Company,
hereby appoint

1. Name: _____ Address: _____
Signature _____ or failing him;
2. Name: _____ Address: _____
Signature _____ or failing him;
3. Name: _____ Address: _____
Signature _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 7th Annual
General Meeting of the Company, to be held at **Vaishnavi Tech Square, 7th Floor, Iballur Village,
Begur Hobli, Bengaluru, Karnataka- 560102**, at any adjournment thereof in respect of such
resolutions as are indicated below:

Item No.	Ordinary/ Special Resolutions	For	Against
Ordinary Business:			
1	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE PERIOD ENDED MARCH 31, 2024, INCLUDING THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON		
2	TO APPOINT A DIRECTOR IN PLACE OF MR. SACHIN BANSAL (DIN: 02356346) WHO RETIRES BY ROTATION PURSUANT TO THE PROVISIONS OF SECTION 152 OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIS		

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	CANDIDATURE FOR RE-APPOINTMENT		
Special Business:			
3	APPROVAL OF THE APPOINTMENT OF MS. RITUPARNA CHAKRABORTY (DIN: 07332241) AS THE DIRECTOR (INDEPENDENT)		
4	APPROVAL OF THE PAYMENT OF REMUNERATION TO INDEPENDENT DIRECTORS AND NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-2025		

Signed this ____ day of ____ 2024

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp
of 1 Re.

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/ she thinks fit.
3. Also please refer to Note of the Notice convening the Annual General Meeting.

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8th Annual General Meeting

Route Map to the Venue of AGM

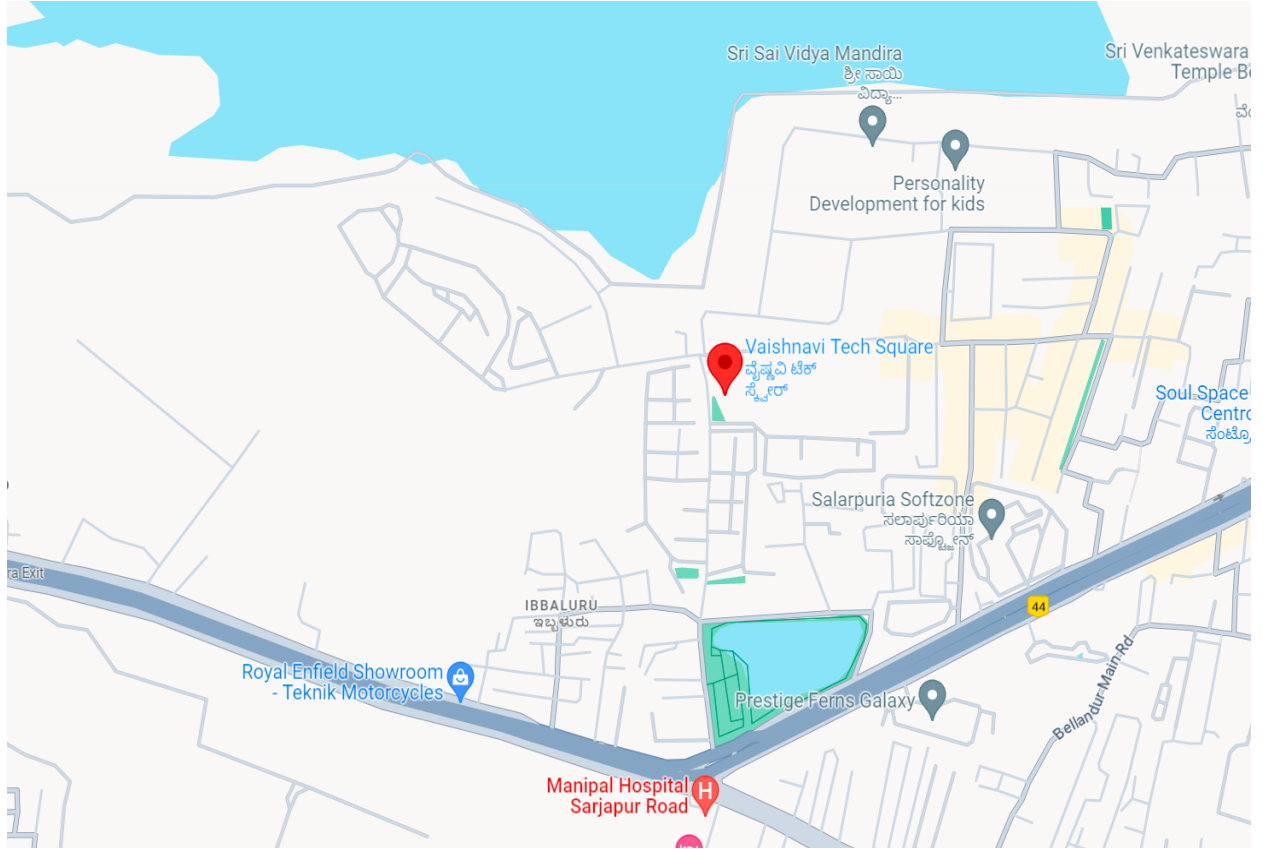
Venue: 7th floor, Vaishnavi Tech Square Iballur Village, Begur Hobli, Bangalore Karnataka 560102
India

Landmark: Vaishnavi Tech Square

Navi General Insurance Limited

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