

## **KOTAK MAHINDRA GENERAL INSURANCE LIMITED**

**Regd. Office:** 27BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051

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**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of Kotak Mahindra General Insurance Limited will be held at shorter notice on Tuesday, November 17, 2015 at the Registered Office of the Company at 27BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 at 02.00 p.m. to transact the following business:

### **SPECIAL BUSINESS**

1. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be required, the name of the Company be changed from “Kotak Mahindra General Insurance Limited” to “Kotak Mahindra General Insurance Company Limited” or such other name as may be approved by the Registrar of Companies or Insurance Regulatory and Development Authority of India.”

2. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such approvals as may be necessary, the existing 1<sup>st</sup> clause of the Memorandum of Association of the Company relating to the name of the Company be substituted as follows:

1<sup>st</sup> The name of the Company is **KOTAK MAHINDRA GENERAL INSURANCE COMPANY LIMITED**

RESOLVED FURTHER THAT wherever the name “Kotak Mahindra General Insurance Limited” occurs in the Memorandum of Association and Articles of Association of the Company, be substituted

by the name "Kotak Mahindra General Insurance Company Limited or such other name as may be approved.

RESOLVED FURTHER that any Director or the Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and incidental to give effect to the aforesaid Resolution."

3. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dhananjay Date (DIN: 1030900) who was appointed as an additional director pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a three year term from September 30, 2015 to September 29, 2018 and that he shall not be liable to retire by rotation."

4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Agarwal (DIN: 07299000) who was appointed as an additional director pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a three year term from September 30, 2015 to September 29, 2018 and that he shall not be liable to retire by rotation."

5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED that Ms. Anu Aggarwal (DIN: 07301689) who was appointed as an additional director pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom

the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as director of the Company.”

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning Item Nos. 1, 2, 3, 4 and 5 is annexed hereto.
  
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY(S) NEED NOT BE A MEMBER.
  
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten 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 person or shareholder.
  
4. The instrument appointing a Proxy, to be effective, must be duly filled, stamped and signed and must reach the Company's Registered Office not later than 48 hours before the commencement of the Meeting.

5. The documents referred to in this Notice are available for inspection during business hours at the registered office of the Company.

**By Order of the Board of Directors**

**Sd/-**

**Company Secretary**

Place: Mumbai,

Date: November 16, 2015

**Registered Office:**

27BKC, C 27, G Block

Bandra Kurla Complex

Bandra (East)

Mumbai – 400 051

CIN: U66000MH2014PLC260291

## **Statement setting out material facts concerning items of special business**

In terms of Section 102 of the Companies Act, 2013, the following statement sets out all the material facts relating to Item Nos. 1, 2, 3, 4 and 5 of the Notice.

### **Item No. 1 & 2**

The Company is in receipt of a communication IRDA/Non-life/KMGL/R3/2015-16 dated October 05, 2015 from Insurance Regulatory and Development Authority of India (IRDAI) advising the Company to include the word 'Company' in the name of the Company.

Accordingly an application is being made to the Registrar of Companies (ROC), Mumbai for availability of the name 'Kotak Mahindra General Insurance Company Limited'. Pursuant to the provisions of section 13 of the Act, approval of the Members is being sought for change in the name of the Company and alteration of the Memorandum and Articles of Association, subject to the approval of the Central Government.

None of the Directors, Key Managerial Personnel and their relatives are interested, financially or otherwise, in respect of the item set out above.

The Board recommends the Resolution set out at Item No. 1 & 2 of the Notice for the approval of the Members.

### **Item No. 3**

The Board at its meeting held on September 30, 2015, appointed Mr. Dhananjay Date as an additional director pursuant to the provisions of Section 161 of the Companies Act, 2013.

Mr. Date is not disqualified from being appointed as Independent Director in terms of Section 164 of the Act and has given his consent to act as Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

The Company has also received notice in writing under the provisions of Section 160 of the Act from a Member along with a deposit of `1,00,000/- proposing the candidature of Mr. Date for the office of Independent Director and to be appointed as such under the provisions of Section 149 of the Act.

A brief profile of Mr. Date is as follows:

Mr. Date is a Chartered Insurer from the CII, UK and an alumnus of the Bishop Cotton School, Simla and St. Stephens College, Delhi. He began his career in 1979 as a tea planter in Munnar, Kerala. Subsequently, like many others, he stumbled into insurance. After a stint as Branch Manager in Pune for the New India Assurance Co, he was seconded to their London Office. From 1996, he worked for Swiss Re initially in Zurich and then in London. In 2003 he returned as the Head of Swiss Re's Reinsurance operation in India. After twelve years as the Head, he took early retirement in Dec 2014. He is an Independent Director of Softcell Technologies Ltd, Pune.

In view of the provisions of Section 149 (10) of the Act, appointment of Mr. Date as Independent Director is being taken for a term of 3 years with effect from September 30, 2015 upto September 29, 2018.

In terms of Sections 150(2) & 152 of the Act, Resolution at Item No. 3 seeks to obtain the approval of the Members for the appointment of Mr. Dhananjay Date as Independent Director.

In the opinion of the Board Mr. Date fulfills the conditions specified in the Act for such an appointment.

Mr. Date and his relatives may be deemed to be interested and concerned in the resolution relating to his appointment. None of the other Directors, Key Managerial Personnel and their relatives are interested, financially or otherwise, in respect of the item set out above.

The Board recommends the Resolutions set out at Item No. 3 of the Notice for the approval of the Members.

#### **Item No. 4**

The Board at its meeting held on September 30, 2015, appointed Mr. Arun Agarwal as an additional director pursuant to the provisions of Section 161 of the Companies Act, 2013.

Mr. Agarwal is not disqualified from being appointed as Independent Director in terms of Section 164 of the Act and has given his consent to act as Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

The Company has also received notice in writing under the provisions of Section 160 of the Act from a Member along with a deposit of `1,00,000/- proposing the candidature of Mr. Agarwal for the office of Independent Director and to be appointed as such under the provisions of Section 149 of the Act.

A brief profile of Mr. Agarwal is as follows:

Mr. Agarwal has a long career span in the General Insurance Industry (Government and the Private sector both)

He started his career as a direct recruit officer of the GIC 1977, first batch and worked with Oriental Insurance for the next 20 plus years. He has been involved with research and training on behalf of National Insurance Academy and has published several papers. He has been one of the founding members of Tata and AIG JV ((Tata AIG General Insurance Company) and the first MD and the CEO of the JV between the Murugappa Group and Mitsui Sumitomo (Chola MS General Insurance Company). In his various advisory roles, he has been involved with training and education in India and overseas, product development, risk management, underwriting and Claims management etc. As an Industry Interface, on behalf of Indian Merchants' Chamber, the Confederation of Indian Industry and City of London, he has helped bring out many publications: the latest being a Working Paper in August 2015, titled "Policy and Regulatory Reforms Framework for the Indian Non Life Insurance Industry and Developing an International (Re) insurance Hub" for discussions with the Policy Makers in India. He is now Lloyd's General Representative for India for the last five years.

In view of the provisions of Section 149 (10) of the Act, appointment of Mr. Agarwal as Independent Director is being taken for a term of 3 years with effect from September 30, 2015 upto September 29, 2018.

In terms of Sections 150(2) & 152 of the Act, Resolution at Item No. 4 seeks to obtain the approval of the Members for the appointment of Mr. Arun Agarwal as Independent Director.

In the opinion of the Board Mr. Agarwal fulfills the conditions specified in the Act for such an appointment.

Mr. Agarwal and his relatives may be deemed to be interested and concerned in the resolution relating to his appointment. None of the other Directors, Key Managerial Personnel and their relatives are interested, financially or otherwise, in respect of the item set out above.

The Board recommends the Resolution set out at Item No. 4 of the Notice for the approval of the Members.

## **Item No. 5**

The Board at its meeting held on September 30, 2015, appointed Ms. Anu Aggarwal as an additional director pursuant to the provisions of Section 161 of the Companies Act, 2013.

Ms. Anu Aggarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company.

The Company has also received notice in writing under the provisions of Section 160 of the Act from a Member along with a deposit of `1,00,000/- proposing the candidature of Ms. Anu Aggarwal for the office of Director and to be appointed as such under the provisions of Section 149 of the Act.

A brief profile of Ms. Anu Aggarwal is as follows:

Ms. Anu Aggarwal holds an MBA from Jamnalal Bajaj Institute of Management, Mumbai and has over 20 years of experience in handling corporate clients. At present she co-heads the Corporate and Investment Banking division, in Kotak Mahindra Bank, catering to conglomerates and large corporate groups on pan India basis. A member of the leadership team of the Bank, she has been instrumental in building the Corporate Banking franchise of the Bank.

In terms of Sections 150(2) & 152 of the Act, Resolution at Item No. 5 seeks to obtain the approval of the Members for the appointment of Ms. Anu Aggarwal as a Director.

Ms. Anu Aggarwal and her relatives may be deemed to be interested and concerned in the resolution relating to her appointment. None of the other Directors, Key Managerial Personnel and their relatives are interested, financially or otherwise, in respect of the item set out above.

The Board recommends the Resolution set out at Item No. 5 of the Notice for the approval of the Members.

**By Order of the Board of Directors**

**Sd/-**

**Company Secretary**

Place: Mumbai,

Date: November 16, 2015

**Registered Office:**

27BKC, C 27, G Block

Bandra Kurla Complex

Bandra (E)

Mumbai – 400 051

CIN: U66000MH2014PLC260291

**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]

CIN: U66000MH2014PLC260191

Name of the company: KOTAK MAHINDRA GENERAL INSURANCE LIMITED

Registered Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

|                              |              |
|------------------------------|--------------|
| 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: \_\_\_\_\_

Email id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ a.m./p.m. at \_\_\_\_\_ and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. To change the name of the Company
2. To alter the Memorandum and Articles of Association
3. To appoint Mr. Dhananjay Date as an independent director
4. To appoint Mr. Arun Agarwal as an independent director
5. To appoint Ms. Anu Aggarwal as a director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of shareholder \_\_\_\_\_

Signature of proxy holder(s) \_\_\_\_\_

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

**Note: 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 Meeting.**

**KOTAK MAHINDRA GENERAL INSURANCE LIMITED**

**CIN:** U66000MH2014PLC260291

27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

**Tel No.:** +91 22 61660001, **Fax No.:** +91 22 67132401

**EXTRAORDINARY GENERAL MEETING**

**ATTENDANCE SLIP**

| DPID | Client ID | Folio No. | No. of Shares |
|------|-----------|-----------|---------------|
| -    | -         |           |               |

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Name of Proxy: \_\_\_\_\_

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the Extraordinary General Meeting of the Company on \_\_\_\_\_,  
\_\_\_\_\_, at \_\_\_ a.m. at \_\_\_\_\_.

\_\_\_\_\_

SIGNATURE OF THE ATTENDING MEMBER/ PROXY

NOTE:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.

2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

## Route Map to the venue of the EGM

