

## **KOTAK MAHINDRA GENERAL INSURANCE COMPANY 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 Company Limited will be held at shorter notice on Monday, April 24, 2017 at the Registered Office of the Company at 27BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 at 05.30 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 an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 61 and other applicable provisions 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), the Authorized Share Capital of the Company be altered and increased from the present Rs 150,00,00,000 (Rupees One hundred fifty crores) consisting of 15,00,00,000 (Fifteen crore) equity Shares of Rs 10/- (Rupees Ten Only) each to Rs 190,00,00,000 (Rupees One hundred ninety crores) divided into 19,00,00,000 (Nineteen Crore) equity shares of Rs. 10/- (Rupees Ten Only) each."

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, 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 5<sup>th</sup> (a) clause of the Memorandum of Association of the Company relating to the Share Capital be substituted with the following clause:

5<sup>th</sup> a. The Authorised Share Capital of the Company is Rs. 190,00,00,000/- (Rupees One hundred ninety crores only), divided into 19,00,00,000 (Nineteen Crore) equity shares of Rs. 10/- (Rupees Ten Only) each."

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 203, 196, 152 and other applicable provisions 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. Mahesh Balasubramanian (DIN: 02089182) who was appointed as the Managing Director and Chief Executive Officer of the Company and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Managing Director and Chief Executive Officer, be and is hereby appointed as the Managing Director and Chief Executive Officer of the Company for a period of five years from January 17, 2017 to January 16, 2022 and that he shall not be liable to retire by rotation."

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning Item Nos. 1, 2 and 3 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/-**

**Priti Rohira**  
**Company Secretary**

Place: Mumbai,

Date: April 21, 2017

### **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 and 3 of the Notice.

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

The Company proposes to increase its Authorised Capital to facilitate the issue of shares to the shareholders by means of Rights issue.

In view of the above, it is necessary to alter and increase the Authorised share capital of the Company from the present Rs150,00,00,000 (Rupees One hundred fifty crores) consisting of 15,00,00,000 (Fifteen crore) equity Shares of Rs 10/- (Rupees Ten Only) each to Rs 190,00,00,000 (Rupees One hundred ninety crores) divided into 19,00,00,000 (Nineteen crore) equity shares of Rs. 10/- (Rupees Ten Only) each.

Accordingly, clause 5<sup>th</sup> (a) of the Memorandum of Association is sought to be amended to reflect the increased capital.

The Resolutions contained in Item Nos. 1 and 2 seek to increase the Authorised Capital of the Company, as aforesaid and to alter the Memorandum of Association of the Company, consequential to the increase in the Authorised Capital of the Company as proposed, respectively.

A copy of the Memorandum and Articles of Association of the Company will be available for inspection at the Registered Office of the Company between 10:00 am to 1:00 p.m. on all working days up to the date of this Extraordinary General Meeting.

None of the Directors, key managerial personnel and their relatives are interested, financially or otherwise, in respect of the items set out above.

The Board recommends the Resolutions set out at Item Nos. 1 & 2 of the Notice for the approval of the Members.

### **Item No. 3**

The Board at its meeting held on January 17, 2017, appointed Mr. Mahesh Balasubramanian as the Managing Director and Chief Executive Officer pursuant to the provisions of Section 196, 203 and other applicable provisions of the Companies Act, 2013.

Mr. Balasubramanian is not disqualified from being appointed as Managing Director and Chief Executive Officer in terms of Section 164 of the Act and has given his consent to act as Managing Director and Chief Executive Officer of the Company. The Company has also received the prescribed declarations from him.

The Company has also received a notice in writing proposing his candidature under the provisions of Section 160 of the Act along with a deposit of Rs 1,00,000/- for the office of Managing Director and Chief Executive Officer and to be appointed as such under the provisions of Section 196, 203 and other applicable provisions of the Act.

A brief profile of Mr. Balasubramanian is as follows:

Mr. Mahesh Balasubramanian has been associated with Kotak Mahindra Group for close to a decade. He had been Executive Vice President & Co-Head Branch Banking, Kotak Mahindra Bank. He has been an integral part of the leadership team which has built a strong retail liabilities business and has been associated with the Company since its inception.

No change in the remuneration payable to Mr. Mahesh Balasubramanian for the financial year 2016-17 is proposed. Any subsequent changes would be in accordance with the norms prescribed by the Insurance Regulatory and Development Authority of India.

In view of the provisions of Section 196, 203 and other applicable provisions of the Act, appointment of Mr. Balasubramanian as Managing Director and Chief Executive Officer is being taken for a term of 5 years with effect from January 17, 2017 upto January 16, 2022.

In terms of Sections 196, 203 and other applicable provisions of the Act, Resolution at Item No. 3 seeks to obtain the approval of the Members for the appointment of Mr. Balasubramanian as Managing Director and Chief Executive Officer.

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

Mr. Balasubramanian 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.

**By Order of the Board of Directors**

**Sd/-**

**Priti Rohira**

**Company Secretary**

Place: Mumbai,

Date: April 21, 2017

**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 COMPANY 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 increase the Authorised capital of the Company
2. To alter the Memorandum and Articles of Association
3. To appoint Mr. Mahesh Balasubramanian as managing director and chief executive officer

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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

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

Affix Revenue Stamp
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**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 COMPANY 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 Monday,  
April 24, 2017 at 05.30 p.m. at 27BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai.

\_\_\_\_\_

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

