

KOTAK MAHINDRA GENERAL INSURANCE COMPANY LIMITED

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

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 Tuesday, April 24, 2018 at the Registered Office of the Company at 27BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 at 05.00 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 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 190,00,00,000 (Rupees One hundred ninety crore) consisting of 19,00,00,000 (Nineteen crore) equity Shares of Rs 10/- (Rupees Ten Only) each to Rs 235,00,00,000 (Rupees two hundred thirty five crore) divided into 23,50,00,000 (Twenty three crore fifty lakh) 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 Ordinary 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 5th (a) clause of the Memorandum of Association of the Company relating to the Share Capital be substituted with the following clause:

- 5th a. The Authorized Share Capital of the Company is Rs. 235,00,00,000/- (Rupees two hundred thirty five crore only), divided into 23,50,00,000 (twenty three crore fifty lakh) equity shares of Rs. 10/- (Rupees Ten Only) each."

NOTES:

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

Priti Rohira

Company Secretary

Place: Mumbai,

Date: April 24, 2018

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 and 2 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 Authorized share capital of the Company from the present Rs 190,00,00,000 (Rupees One hundred ninety crore) consisting of 19,00,00,000 (Nineteen crore) equity Shares of Rs 10/- (Rupees Ten Only) each to Rs 235,00,00,000 (Rupees two hundred thirty five crore) divided into 23,50,00,000 (Twenty three crore fifty lakh) equity shares of Rs. 10/- (Rupees Ten Only) each.

Accordingly, clause 5th (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 Authorized Capital of the Company, as aforesaid and to alter the Memorandum of Association of the Company, consequential to the increase in the Authorized 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.

By Order of the Board of Directors

Priti Rohira

Company Secretary

Place: Mumbai,

Date: April 24, 2018

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 Authorized capital of the Company
2. To alter the Memorandum and Articles of Association

Signed this _____ day of _____ 2018

Signature of shareholder _____

Signature of proxy holder(s) _____

Affix Revenue 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 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 Tuesday, April 24, 2018 at 05.00 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

