

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 on Friday, April 29, 2022 at 5:00 p.m. through video conferencing 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 500,00,00,000 (Rupees Five Hundred Crores) consisting of 50,00,00,000 (Fifty Crore) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs 1,000,00,00,000 (Rupees One Thousand Crores) divided into 100,00,00,000 (Hundred Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER that any of the Director or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things that may be necessary to give effect to the above resolution.”

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 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. 1,000,00,00,000 /- (Rupees One Thousand Crores), divided into 100,00,00,000 (Hundred Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER that any of the Director and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things that may be necessary to give effect to the above resolution.”

NOTES:

1. THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING MODE UNDER THE GUIDELINES ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS THROUGH GENERAL CIRCULAR NOS. 14/2020 DATED 8TH APRIL, 2020, 17/2020 DATED 13TH APRIL, 2020 AND 20/2020 DATED 5TH MAY, 2020 GENERAL CIRCULAR NO. 02/2021 DATED 13TH JANUARY 2021 AND GENERAL CIRCULAR NO. 21/2021 DATED 14TH DECEMBER, 2021

2. The Members are requested to follow the below instructions: -

a) Participation:

- i. Pursuant to the aforementioned general circular, the physical presence of the Members has been dispensed with and therefore the appointment of Proxy(ies) is not permitted. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose voting through remote e-voting or for participation and voting in the meeting.
- ii. The Members may, before the meeting, submit their questions / queries (if any) through e-mail to the Company Secretary.
- iii. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join the meeting using the Dial-in details which will be shared in a separate e-mail.
- iv. In case any member requires assistance for using the aforementioned Dial-in before or during the meeting, you may contact the Company Secretary.
- v. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.

b) Voting:

- i. The voting at the Extra Ordinary General Meeting shall be done by show of hands. In case a poll is demanded, the Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- ii. On demand of poll, the Members may vote by sending an e-mail to the Company Secretary at Krishnan.g@kotak.com stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using Symbol ('√')

Item no. of agenda	Assent	Dissent
	√	

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(CIN- U66000MH2014PLC260291)

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Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
	100	

c) Other instructions/ information:

- i. Members are requested to address all communications through their registered e-mail id only.
- ii. The recorded transcript shall be available on the website of the Company www.kotakgeneral.com post the conclusion of the meeting.
- iii. This notice is also available on the website of the Company.
- iv. In case of any doubts or clarification, the members are requested to contact the Company Secretary.
- v. The documents related to matters set out in the notice can be requested via email by writing to the Company Secretary at Krishnan.g@kotak.com on all working days up to and including the date of the meeting.

By Order of the Board of Directors

Krishnan Gopalakrishnan
Company Secretary
Membership No.: 48977

Place: Mumbai,
Date: April 29, 2022

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 500,00,00,000 (Rupees Five Hundred Crores) consisting of 50,00,00,000 (Fifty Crore) equity Shares of Rs 10/- (Rupees Ten Only) each to Rs 1,000,00,00,000 (Rupees One Thousand Crores) divided into 100,00,00,000 (Hundred Crore) 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 of Directors at its meeting held on April 25, 2022 have approved the Increase in Authorized Capital and alteration of the Memorandum of Association of the Company and have recommended the same to the Shareholders for their approval.

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

Krishnan Gopalakrishnan

Company Secretary

Place: Mumbai,

Date: April 29, 2022