

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Kotak Mahindra General Insurance Company Limited will be held on Saturday, September 29, 2018 at the Registered Office of the Company at 27BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 at 11.30 a.m. to transact the following business:

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and all other applicable provisions, if any, read with the Guidelines for Corporate Governance for insurers in India, Mr. Dhananjay Date (DIN: 01030900) be and is hereby re-appointed as the Independent Director of the Company for a second term of 5 years with effect from September 30, 2018 up to September 29, 2023 and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Managing Director and Chief Executive Officer and/or the Company Secretary be and are hereby authorized to file such forms/returns with the Ministry of Corporate Affairs, issue the letter of appointment to the Independent Director in such form as may be prescribed by the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

2. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and all other applicable provisions, if any, read with the Guidelines for Corporate Governance for insurers in India, Mr. Arun Agarwal (DIN: 07299000) be and is hereby re-appointed as the Independent Director of the Company for a second term of 5 years with effect from September 30, 2018 up to September 29, 2023 and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Managing Director and Chief Executive Officer and/or the Company Secretary be and are hereby authorized to file such forms/returns with the Ministry of Corporate Affairs, issue the letter of appointment to the Independent Director in such form as may be prescribed by the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Kotak Mahindra General Insurance Company Limited

CIN: U66000MH2014PLC260291

Office Address:

8th Floor, Zone IV, Kotak Infinity, Bldg. 21, Infinity IT Park
Off WEH, Gen. AK Vaidya Marg, Dindoshi
Malad (E), Mumbai - 400097, India.
T +91 22 66056825 F +91 22 28401823
www.kotakgeneralinsurance.com

Registered Office:

27 BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400 051, India.

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



Krishnan Gopalakrishnan
Company Secretary

Place: Mumbai,

Date: September 05, 2018

Kotak Mahindra General Insurance Company Limited

CIN: U66000MH2014PLC260291

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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

Mr. Dhananjay Date and Mr. Arun Agarwal have been appointed as the Independent Directors of the Company for a period of 3 years w.e.f. September 30, 2015 to September 29, 2018.

It is proposed to re-appoint Mr. Dhananjay Date and Mr. Arun Agarwal for a second term of 5 years commencing from September 30, 2018 up to September 29, 2023.

The Nomination and Remuneration Committee approved and recommended to the Board of Directors, the re-appointment of Mr. Dhananjay Date and Mr. Arun Agarwal for a second term of 5 years vide Circular Resolution dated July 21, 2018 and July 23, 2018 respectively. Pursuant thereto, the Board of Directors of the Company at its meeting held on July 24, 2018 has approved the re-appointment of Mr. Dhananjay Date and Mr. Arun Agarwal as Independent Directors for a second term of 5 years commencing from September 30, 2018 up to September 29, 2023.

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.

Except Mr. Dhananjay Date and Mr. Arun Agarwal, 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


Krishnan Gopalakrishnan

Company Secretary

Place: Mumbai,

Date: September 05, 2018

Kotak Mahindra General Insurance Company Limited

CIN: U66000MH2014PLC260291

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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 approve re-appointment of Mr. Dhananjay Date as the Independent Director for a second term of 5 years
2. To approve re-appointment of Mr. Arun Agarwal as the Independent Director for a second term of 5 years

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 Saturday,
September 29, 2018 at 11.30 a.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

