

**NOTICE**

Notice is hereby given that an Extraordinary General Meeting of Kotak Mahindra Old Mutual Life Insurance Limited will be held at the Registered Office of the Company situated at 4<sup>th</sup> Floor, Vinay Bhavya Complex, 159A, CST Road, Kalina, Santa Cruz (East), Mumbai 400098 at the meeting room on Thursday, August 14, 2014 at 11.00 a.m. to transact the following business:

1. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 149, 150 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Director) Rules 2014 approval of the shareholders is hereby accorded to the appointment of Mr. Prakash Apte (DIN 0196106) as an Independent Director for a term of five consecutive years from the date of this meeting or any adjournment thereof."

2. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 149, 150 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Director) Rules 2014 approval of the shareholders is hereby accorded to the appointment of Mr. Paresh Parasnis (DIN 02412035) as an Independent Director for a term of three consecutive years from the date of this meeting or any adjournment thereof."

**Kotak Mahindra Old Mutual Life Insurance Limited**

**A JOINT VENTURE WITH  OLD MUTUAL**

CIN: U66030MH2000PLC128503

**Corporate & Registered Office :**  
4th Floor, Vinay Bhavya Complex,  
159 A, CST Road,  
Kalina, Santacruz (East),  
Mumbai - 400 098, India.

7th Floor, Kotak Infiniti, Bldg. No. 21,  
Infinity Park, Off W. E. Highway,  
General AK Vaidya Marg, Malad (E),  
Mumbai - 400 097, India.

T +91 22 66057777  
F +91 22 67425649 / 50  
<http://insurance.kotak.com>

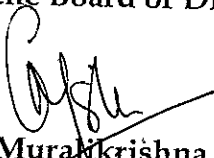


## Life Insurance

### NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 1 and 2 are annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 3) 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.

By order of the Board of Directors

  
C. Murakrishna  
COMPANY SECRETARY

Registered Office:  
4<sup>th</sup> Floor, Vinay Bhavya Complex,  
159 A, CST Road, Kalina,  
Santa Cruz (East),  
Mumbai-400 098

August 11, 2014

**EXPLANATORY STATEMENT**

In terms of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to Item No. 1 and 2 of the accompanying Notice dated August 11, 2014.

**Item No. 1****Appointment of Mr. Prakash Apte as an Independent Director****Profile:**

Mr. Prakash Apte, Bachelor of Engineering from Pune University & PGDM from Mumbai University, has been the Managing Director of Syngenta India for a decade & is currently its Non-Executive Chairman. Syngenta India Limited is one of the leading agri business companies in India & Syngenta Group is one of the largest investor in agriculture research and a leading agri business across the world.

Mr. Apte in a career spanning over 34 years has considerable experience in various areas of management and business leadership. In the first phase of his career, Mr. Apte worked in Larsen & Toubro, Uhde India and in Ciba Geigy in various positions of responsibility in the project management and technical operations. While in Ciba and later on in the merged entity Novartis, Mr. Apte assumed the role as a business head. When Syngenta was formed resulting from merger/demerger of Agri businesses belonging to Astra Zeneca and Novartis, Mr. Apte took over the responsibility as Managing Director & Country President for Syngenta in India.

During more than 16 years of very successful leadership of Syngenta business in India, Mr. Apte has gained varied knowledge in various aspects of business such as vision & strategy development, business integration & transformation, operation excellence etc. and he has been involved with many initiatives for organizational capability up gradation, coaching & people development.

Mr. Apte was instrumental in setting up the Syngenta Foundation India which focuses on providing knowledge and support for adopting scientific growing systems to recourse poor farmers and enabling their access to market.

Apart from being Non-Executive Chairman of Syngenta India, Mr. Apte also serves on the Board of a private sector Bank.

**Justification for appointment as an independent director**

Mr. Prakash Apte has a varied and rich experience of over 34 years in various areas of management and business leadership. His expertise and active participation in the Board meetings provide valuable inputs and guidance which helps in the efficient working of the Company.

In the opinion of the Board Mr. Prakash Apte is a man of integrity and possesses relevant experience and expertise and fulfills conditions specified in the Act for such appointment.

Members are requested to kindly consider the appointment of Mr. Prakash Apte as an Independent Director

The Directors recommend the above Resolution for the approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons and their relatives are concerned or interested in the Resolution set out in Item no. 1 except Mr. Prakash Apte as it concerns his appointment.

## **Item No. 2**

### **Appointment of Mr. Paresh Parasnis as an Independent Director**

#### **Profile:**

Mr. Paresh S. Parasnis is the Head of Piramal Foundation and is responsible for the Piramal Group's CSR activities such as Piramal Swasthya (HMRI), Piramal Foundation for Education Leadership, Sarvajal and Piramal Udgam (Source For Change, a rural BPO).

Paresh joined Piramal Foundation in August 2012. He is a Fellow of the Institute of Chartered Accountants of India.

Prior to joining the Foundation, he served as Executive Director & COO with HDFC Standard Life Insurance Limited. During his tenure with HDFC Standard Life (2000-2012) he was a Member of various Board Committees and Chair / Member of Management Committees. He worked with HDFC Limited (1984-2000) & with Hindustan Lever Limited for two years (1982-84). He also has vast experience in management consulting and has been a Project Manager / Member in programs funded by multilateral agencies.

He has rich experience of over 30 years with major strengths in strategy, project management, time bound execution and building robust & customer friendly servicing models.

**Justification for appointment as an independent director**

Mr. Paresh Parasnis has a varied and rich experience of over 30 years in various areas. His strengths include strategy, project management, robust and customer friendly service models. The Company will be benefitted by the insurance expertise possessed by Mr. Parasnis.

In the opinion of the Board Mr. Paresh Parasnis is a man of integrity and possesses relevant experience and expertise and fulfills conditions specified in the Act for such appointment.

Members are requested to kindly consider the appointment of Mr. Paresh Parasnis as an Independent Director

The Directors recommend the above Resolution for the approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Persons and their relatives are concerned or interested in the Resolution set out in Item no. 2 except Mr. Paresh Parasnis as it concerns his appointment.

**Form No. MGT-11**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN:** U66030MH2000PLC128503

**Name of the Company:** KOTAK MAHINDRA OLD MUTUAL LIFE INSURANCE LIMITED

**Registered Office:** 4th floor, Vinay Bhavya Complex, 159A, CST Road, Kalina, Santa Cruz (East), Mumbai 400 098

Name of the member(s):
Registered Address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature: ....., or failing him

2. Name:  
Address:  
E-mail Id:  
Signature: ....., or failing him

3. Name:  
Address:

E-mail Id:

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ~~Annual General Meeting~~/ Extra Ordinary General Meeting of the Company to be held on the Fourteenth day of August 2014 at 11.00 a.m. at 4th floor, Vinay Bhavya Complex, 159A, CST Road, Kalina, Santa Cruz (East), Mumbai 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

Affix Revenue Stamp
---------------------------

Signature of the shareholder

Signature of the Proxy holder(s)

**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.**