

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 Tuesday, March 31, 2015 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 Ms. Anita Ramachandran (DIN 00118188) as an Independent Director for a term of three consecutive years with effect from the 31<sup>st</sup> March 2015."

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 1 is 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. Muralikrishna  
COMPANY SECRETARY

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

March 30, 2015

**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 of the accompanying Notice dated March 30, 2015.

**Item No. 1****APPOINTMENT OF Ms. ANITA RAMACHANDRAN AS AN INDEPENDENT DIRECTOR****Profile:**

Ms. Anita Ramachandran is a well known HR expert in the country and has over 35 years experience as a management consultant. She is also one of the first generation of women professionals to become an entrepreneur and run a highly successful HR consulting and services organization.

Ms. Anita began her career in the Management Consultancy division of AF Ferguson & Co. in Mumbai in 1976 as the first woman consultant in the firm. In her nineteen years stint with AFF, Ms. Anita worked in a wide range of areas from Finance, Industrial market research, strategy and human resources consulting.

Ms. Anita founded Cerebrus Consultants in 1995 to focus on HR consulting including Organisation transformation. Her reputation and innovative work helped her build Cerebrus into a national presence in 5 years. Cerebrus has offices in 5 major cities and has worked with over 500 companies in South Asia. She is known as an authority in Reward management in the country and her work in the compensation and rewards areas is well organized. She also supports many organizations in social sectors through pro bono professional work and remains deeply committed to work with women. She has been the Chairperson of TIE Women and on Executive committee of TIE Mumbai and earlier on the Advertising Standards Council of India.

Ms. Anita is an MBA (Finance) from the J. Bajaj Institute, Mumbai and has won many academic honours. She is on Board of several well known companies including Aditya Birla Retail, Godrej & Boyce and Rane.

**JUSTIFICATION FOR APPOINTMENT AS AN INDEPENDENT DIRECTOR**

Ms. Anita Ramachandran has a varied and rich experience of over 35 years in various areas of management and business leadership. Her expertise and active participation in the Board meetings will provide valuable inputs and guidance which helps in the efficient working of the Company.

In the opinion of the Board Ms. Anita Ramachandran is a person of integrity and possesses relevant experience and expertise and fulfills conditions specified in the Act for such appointment. She also fulfills the conditions prescribed for an Independent Director in terms of section 149 (6) of the Companies Act 2013.

Members are requested to kindly consider the appointment of Ms. Anita Ramachandran 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 Ms. Anita Ramachandran as it concerns her 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
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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.**