



To,
The Member
27 BKC, C-27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

NOTICE

Notice is hereby given that the Tenth Annual General Meeting of Kotak Mahindra Pension Fund Limited (U67200MH2009PLC191144) will be held on June 28, 2019 at 10.00 a.m. at the Registered Office of the Company, situated at 27BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statements of the Company for the year ended March 31 2019, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nilesh Shah (holding DIN 01711720) who retires by rotation and, being eligible, offers himself for re-appointment.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Nilesh Shah (holding DIN 01711720) who retires by rotation at this meeting, and being eligible for reappointment, be and is hereby re-appointed a Director of the Company."

3. To consider the appointment of Statutory Auditors of the Company and the payment of remuneration to them, to be proposed for members consideration.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), if any, Gokhale & Sathe, Chartered Accounts (Firm reg No103264W), be and are hereby appointed as the statutory auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2021- 22 on such remuneration as may be decided annually by the Board with the mutual consent of the auditors."

"RESOLVED THAT any one of the Directors of the Company or Company Secretary be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary to give effect to the true intent of this resolution."



Kotak Mahindra Pension Fund Limited

CIN U67200MH2009PLC191144

Corporate Office:

6th Floor, Zone IV, Kotak Infinity,
Building No. 21, Infinity Park,
Off Western Express Highway,
General A K Vaidya Marg, Malad (E),
Mumbai - 400 097, India

T +91 22 66056825
F +91 22 67082213

Registered Office:

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

4. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution;

“**RESOLVED that** Mr. Sudhakar Padmanabh Shanbhag (DIN: 08187304), who was appointed as an Additional Director of the company with effect from 26th July 2018 pursuant to the provisions of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and whose appointment has been recommended by the Nomination and Remuneration committee, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT any Director or Company Secretary be and are hereby authorized to file such forms/returns with the Ministry of Corporate Affairs, 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.”

5. To consider and, if thought fit, to pass the following Resolution as an Special Resolution;

“**RESOLVED that** pursuant to the provisions of Sections 149, 150, 152 and any 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) read with Schedule IV to the Companies Act, 2013,, Balan Wasudeo (DIN: 00073697) be and is hereby re-appointed as the Independent Director of the Company for a second term of 5 years to hold office for a term of five consecutive years up to the conclusion of annual general meeting for the financial year 2023-2024.


RESOLVED FURTHER THAT any Director or Company Secretary be and are hereby authorized to file such forms/returns with the Ministry of Corporate Affairs, 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.”

6. To consider and, if thought fit, to pass, the following Resolution as an Special Resolution;

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any 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) read with Schedule IV to the Companies Act, 2013, Mr. Tushar Mavani (DIN: 00478763) be and is hereby re-appointed as the Independent Director of the Company for a second term of 5 years to hold office for a term of five consecutive years up to the conclusion of annual general meeting for the financial year 2023-2024.

RESOLVED FURTHER THAT any Director or Company Secretary be and are hereby authorized to file such forms/returns with the Ministry of Corporate Affairs, 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.”

By order of the Board of Directors


Darshana Baliya
Company Secretary
Membership Number: A26002
Address:
C-4/ 201, Veena Nagar
LBS Marg Mulund West
Mumbai 400 080



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Registered Office:

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Date: June 7, 2019

Place: Mumbai

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself such a proxy/ proxies need not be a member of the company.
2. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
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. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
5. Members are requested to notify immediately any change in their names or Address at the Registered Office of the Company.
6. Shareholders are requested to provide their E-mail address, telephone numbers and quote their Folio numbers in all correspondences to facilitate prompt response.
7. Inspection of Documents: Documents referred to in the Notice etc., are open for inspection at the registered of office of the Company on all working days.
8. Corporate members are requested to send to the Registered Office of the Bank a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the general meeting.



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CIN U67200MH2009PLC191144

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In terms of Section 102(1) of the Companies Act, 2013, the following Explanatory Statements sets out all the material facts relating to Item Nos. 4 to 6 of the accompanying Notice dated June 07, 2019

Item No.4

Mr. Sudhakar Padmanabh Shanbhag was appointed as an Additional Director of the Company with effect from 26th July 2018. He holds office up to the date of the ensuing Annual General Meeting of the company and is eligible to be appointed as a Director. The Nomination and Remuneration committee of the Company has recommended his Appointment as a Director of the Company.

Mr. Sudhakar – Chief Investment Officer - Kotak Mahindra Old Mutual Life Insurance Ltd. aged 49 years is responsible for managing company's investments within the overall framework laid down by the investment committee and the IRDA. Sudhakar also plays a vital role in developing and managing investment structures, processes and practices to enable customers reap benefits in accordance with their investment objectives and risk appetite.

He has been part of Kotak Mahindra Group in varying capacities for over two decades. Prior to Kotak Life Insurance, Sudhakar was a part of the Treasury team at Kotak Mahindra Bank. He has also been an integral part of the Kotak Mahindra Prime team for 11 years, serving first as a Chief Financial Officer and then taking over as Chief Operating Officer.

A qualified Chartered Accountant and a widely quoted knowledge leader in the investment domain, Sudhakar comes with close to two and a half decades of work experience

Mr. Sudhakar Padmanabh Shanbhag does not hold any shares of the Company.

The Directors recommend the Resolution at Item No.4 of the accompanying notice for approval of the members of the Company.

Except Mr. Sudhakar Padmanabh Shanbhag and his relatives, none of the other Directors, Key managerial personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolutions.

Item No:5

Mr. Balan Wasudeo (DIN: 00073697) had been appointed as the Independent Director of the Company for a term of five consecutive years up to the conclusion of annual general meeting for the financial year 2018-2019.

The Nomination and Remuneration Committee approved and recommended to the Board of Directors, the re-appointment of Mr. Balan Wasudeo (DIN: 00073697) for a second term of 5 and the Board of Directors of the Company at its meeting held on April 25, 2019 have approved the re-appointment of Mr. Balan Wasudeo (DIN: 00073697) as an Independent Director for a second term of 5 years up to the conclusion of annual general meeting for the financial year 2023-2024.

As an independent director, Mr. Balan has made a very positive and decisive contribution with his large financial experience in relation to strategic decisions of the business. A B.Sc. graduate from the University of Madras and PGDBA from the Indian Institute of Management, Ahmedabad, he has over 37 year's experience in the areas of Treasury, Finance, Projects, Strategic Planning, Risk Management and General Management. His significant achievements include financing large organic and inorganic growth through various debt and capital market instruments in India and abroad. Mr. Balan's career

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spans a unique combination of Multinational Companies, Public Sector Company and Family Owned Companies. It also involves developing sound relationships with International Multilateral agencies, International Commercial banks and Financial Institutions and banks in India. Mr. Balan is presently a consulting CFO. He was Chief Financial Officer of Great Eastern Shipping Company Ltd. He has also received the Best Performing CFO Award in Logistics Sector from CNBC TV18 in 2006.

His participation in the Investment Committee, Audit Committee and Nomination and Remuneration Committee of the Board with his diverse profile and considerable knowledge has been key to a lot of decision making process of the Board. His judgement and knowledge of the business which is continuously evolving are very important elements in the business decisions.

In the opinion of the Board of Directors, Mr. Balan Wasudeo fulfills the condition specified under the Companies Act, 2013 for Appointment as Independent Director. Thus it recommends reappoint Mr. Balan Wasudeo (DIN: 00073697) as Independent Director for a second term of 5 years commencing up to the conclusion of annual general meeting for the financial year 2023-2024 pursuant to the provisions of Section 149 (7) and Schedule IV of the Companies Act, 2013 based on the performance evaluation of the said Independent Director carried out by the Board of Directors during his tenure as Independent Director of the Company.

Mr. Balan Wasudeo does not hold any shares of the Company.

The Directors recommend the Resolution at Item No.5 of the accompanying notice for approval of the members of the Company.

Except Mr. Balan Wasudeo and his relatives, none of the other Directors, Key managerial personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolutions.

Item No.6

Mr. Tushar Arvind Mavani (DIN: 00478763) had been appointed as the Independent Director of the Company for a term of five consecutive years up to the conclusion of annual general meeting for the financial year 2018-2019

The Nomination and Remuneration Committee approved and recommended to the Board of Directors, the re-appointment of Mr. Tushar Arvind Mavani (DIN: 00478763) for a second term of 5 and the Board of Directors of the Company at its meeting held on April 25, 2019 have approved the re-appointment of Mr. Tushar Arvind Mavani (DIN: 00478763) as an Independent Director for a second term of 5 years up to the conclusion of annual general meeting for the financial year 2023-2024.

Mr. Tushar Mavani has a large background in legal world and is a partner with Cyril Amarchand Mangaldas, Advocates & Solicitors which ranks as one of the most prestigious law firms in India and has been in practice since 1991. Prior to this, Mr. Mavani was a partner with Mulla & Mulla & Craigie Blunt & Caroe, Advocates & Solicitors and thereafter a partner with Amarchand & Mangaldas & Suresh A. Shroff & Co. Mr. Mavani is a graduate in Commerce and Law from Mumbai University. He is also on the Board of Kotak Mahindra Trusteeship services Ltd.

His active participation since the creation of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee and his in-depth experience on strategic, policy and governance related aspects supports a good balance to the composition of the Board. His broad and diverse experience in different sectors assists in preparation and review of the information which is accessed and makes a valuable contribution to the discussions and inspires great confidence to the Board.

Kotak Mahindra Pension Fund Limited

CIN U67200MH2009PLC191144

Corporate Office:

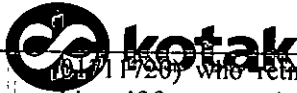
6th Floor, Zone IV, Kotak Infinity,
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Registered Office:

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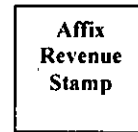


1. (1920) who retires by rotation and, being eligible, offers himself for re-appointment.		
3. To consider the appointment of Statutory Auditors of the Company and the payment of remuneration to them, to be proposed for members consideration.		
4. To consider regularisation of Mr. Sudhakar Padmanabh Shanbhag (DIN: 08187304) Additional Director of the company and consider appointment as a Director of the Company		
5. To consider appointment of Mr. Balan Wasudeo (DIN: 00073697) had been appointed as the Independent Director of the Company for a period of 5 years w.e.f. _____ to _____		
6. To consider appointment of Tushar Arvind Mavani (DIN: 00478763) had been appointed as the Independent Director of the Company for a period of 5 years w.e.f. _____ to _____		

Signed this day of 2019

Signature of Shareholder

Signature of Proxy holder



Note:

- Revenue Stamp to be affixed on this form.
- 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 PENSION FUND LTD.

Taha
COMPANY SECRETARY

Kotak Mahindra Pension Fund Limited

CIN U67200MH2009PLC191144

Corporate Office:

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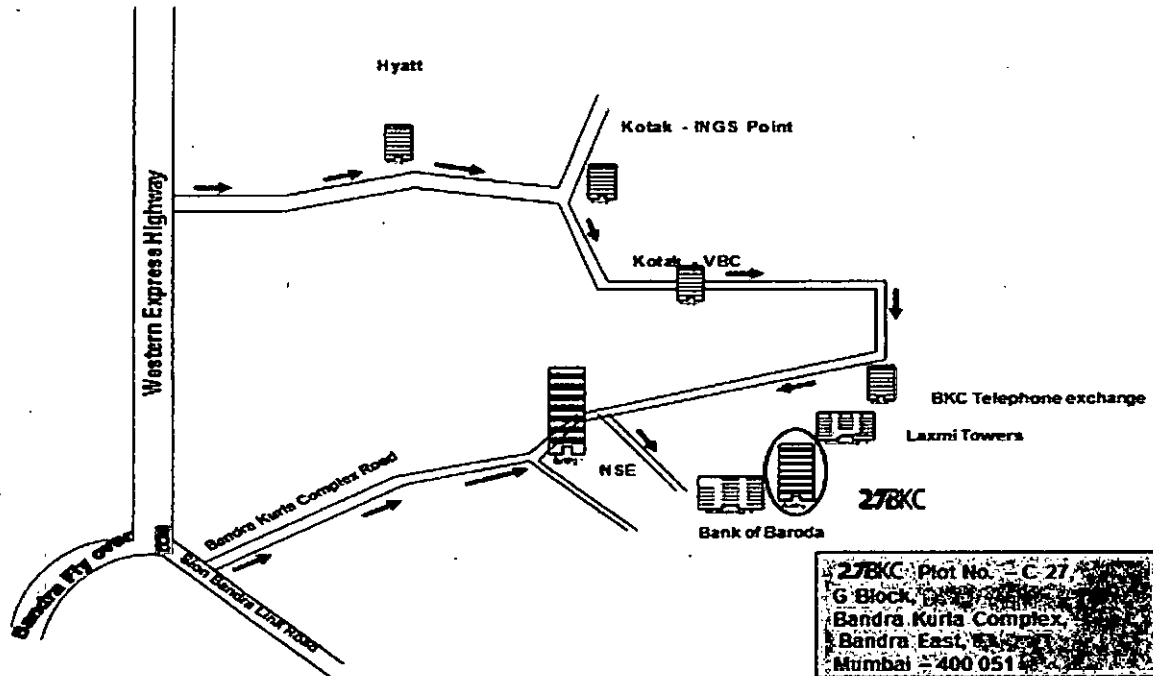
Registered Office:

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India.



ROUTE MAP FOR AGM VENUE:

27BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.



By order of the Board of Directors

Dahl
Darshana Baliya
 Company Secretary
 Membership Number: A26002
 Address:
 C-4/ 201, Veena Nagar
 LBS Marg Mulund West
 Mumbai 400 080



Registered Office:
 27BKC, C-27,
 G Block, Bandra Kurla Complex,
 Bandra (E), Mumbai – 400051

Date: 7th June, 2019
Place: Mumbai

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 CIN U67200MH2009PLC191144
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 India.

**kotak**

Kotak Mahindra Pension Fund Limited (CIN:U67200MH2009PLC191144)

Registered Office: 27BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051

ATTENDANCE SLIP

Annual General Meeting, _____, At _____ At 27bkc, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051

ATTENDANCE SLIP (To be surrendered at the time of registration of attendance) NAME IN BLOCK LETTERS (Member/Proxy/Authorised Representative)	REGD.FOLIO/DP ID & CLIENT ID No.	Number of Shares

Signature of Shareholder/Proxy/Authorised Representative

**Kotak Mahindra Pension Fund Limited**

CIN U67200MH2009PLC191144

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Registered Office: 27 BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051

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 : U67200MH2009PLC191144
Name of the Company : KOTAK MAHINDRA PENSION FUND LIMITED
Registered Office : 27BKC, C-27, G Block Bandra Kurla Complex, Bandra (E)
Mumbai - 400051.

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:

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

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on _____, _____ at _____ at 27 BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	For	Against
1. To receive and adopt the Audited Financial Statements of the Company for the year ended March 31 2019, and the Reports of the Directors and Auditors thereon.		
2. To appoint a Director in place of Mr. Nilesh Shah (holding DIN		

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2. (711720) who retires by rotation and, being eligible, offers himself for re-appointment.		
3. To consider the appointment of Statutory Auditors of the Company and the payment of remuneration to them, to be proposed for members consideration.		
4. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution		
5. The Chairman informed the members that Mr. Balan Wasudeo (DIN: 00073697) had been appointed as the Independent Director of the Company for a period of 5 years w.e.f. _____ to _____		
6. The Chairman informed the members that Mr. Tushar Arvind Mavani (DIN: 00478763) had been appointed as the Independent Director of the Company for a period of 5 years w.e.f. _____ to _____		

Signed this day of 2019

Signature of Shareholder

Signature of Proxy holder

Note:

- Revenue Stamp to be affixed on this form.
- 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.

Affix
Revenue
Stamp



Kotak Mahindra Pension Fund Limited

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INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM

1. No instrument of proxy shall be valid unless,
 - a. in case of an individual shareholder, it is signed by him/her or by his/her attorney duly authorised in writing,
 - b. in the case of joint holders, it is signed by the shareholder first named in the Register of Shareholders or by his/her attorney duly authorised in writing,
 - c. in the case of a body corporate, it is signed by its officer and executed under its Common Seal, if any, or otherwise signed by its attorney duly authorised in writing.
 - d. shall be in the Form B and duly stamped.
2. An instrument of proxy, in which the thumb impression of the shareholder is affixed, will be valid provided it is attested by a Judge, Magistrate, Registrar or Sub-Registrar of Assurances or any other Government Gazette Officer.
3. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
4. In the case of an instrument of proxy granted in favour of two grantees in the alternative, not more than one form shall be executed.
5. The shareholder who has executed an instrument of proxy shall not be entitled to vote in person at the meeting to which such instrument relates.
6. The proxy so appointed shall not have any right to speak at the meeting but such proxy can attend & vote on behalf of the grantor.



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