

NOTICE

NOTICE is hereby given that the 27th Annual General meeting of the members of Kotak Securities Limited (called at shorter notice with the consent of members) will be held on Wednesday, 30th June, 2021 at 10.00 A.M. via Audio Visual Means to transact the following business (deemed place of meeting is Registered Office of the Company 8th Floor, G Block, 27BKC, Bandra Kurla Complex, Bandra, Mumbai City, Maharashtra- 400051.):

ORDINARY BUSINESS

1. To receive and adopt the Profit and Loss Account for the year ended 31st March 2021, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. KVS Manian (DIN: 00031794), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

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

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded for the payment of commission for Financial Year 2020-21 to the Independent Directors of the Company as Rs. 10,00,000/- each, which is within the limits of, one percent of the net profits of the Company for the year as computed in the manner specified under Section 198 of the Act, with authority to the Board to determine the manner and proportion in which the amount be distributed among Independent/Non-Executive Directors.”

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

“RESOLVED THAT pursuant to provision of Section 186 and other applicable provision of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to

1. Make permissible loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 12,000 Crores,

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.

RESOLVED FURTHER THAT the Common Seal of the Company be fixed whenever necessary, in the presence of any one director and that the Company Secretary or Compliance Officer of the Company, shall sign in token of their presence.”

**By Order of the Board of Directors
For Kotak Securities Limited**

DEEPAK DINESH
SHENOY

Digitally signed by DEEPAK DINESH SHENOY
DN: cn=DEEPAK DINESH SHENOY,
serialNumber=+76c3d8e399c07f90a27e1a692911
14489c55d2505d959570aa7071742d,
postNetCode=401107,
2.5.4.40=2090e0ca379a2209f0a0c022880a0e11
63c07e04b7b7e9f92509f54d, o=Maharashtra
Date: 2021.06.29 13:43:59 +05'30'

**Deepak Shenoy
Company Secretary**

Date: June 24, 2021

Registered Office:
27 BKC, C 27, G Block
Bandra Kurla Complex,
Mumbai 400051
CIN: U99999MH1994PLC134051

NOTES:

1. THE ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING UNDER THE GUIDELINES ISSUED BY MINISTRY OF CORPORATE AFFAIRS THROUGH GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020 AND CIRCULAR NO. 39/2020 (F. No. 2/6/2020-CL-V) DATED DECEMBER 31, 2020.

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. The Corporate Shareholders proposing to participate at the meeting through their representative, forward the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to deepak.shenoy@kotak.com before the commencement of the meeting.
 - ii. The Members are requested to use the following Dial-in details to join the meeting:

Click on following link: <https://zoom.us/join>. Meeting ID and password will be separately mailed to the members/participants.
 - iii. For ease of participation of the Members, during the meeting, members may raise questions by raising hand during the meeting. The Members may also, before the meeting, submit the questions through e-mail to deepak.shenoy@kotak.com
 - iv. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using above the Dial-in details from 9.45 am till 10.15 am and post that no person shall be able to join the meeting.
 - v. In case any member requires assistance for using the aforementioned Dial-in before or during the meeting, you may call the Helpline No. 9867964453. Members may update their email Id by contacting Mr. Deepak Shenoy, Company Secretary and following necessary steps.
 - vi. 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. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.

ii. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: deepak.shenoy@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
Increase in investment limit	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
Increase in investment limit	1	

c) Other instructions/ information:

- i. Members are requested to address all communications through their registered e-mail id only.
- ii. This notice is also available on the website of the Company.
- iii. In case of any doubts or clarification, the members are requested to contact Mr. Deepak Shenoy, Company Secretary of the Company, through e-mail: deepak.shenoy@kotak.com



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act")

Item No. 4

Section 197 of the Companies Act, 2013 permits payment of remuneration to Directors of the Company by way of commission, if the Company authorizes such payment by way of a resolution of members.

Considering the rich experience and expertise brought to the Board by the Independent/ Non-Executive Directors, it is proposed that, commission of Rs. 10,00,000/- each which does not exceed one per cent of the net profits of the Company calculated in accordance with provisions of the Act, be paid and distributed amongst the Independent / Non-Executive Directors of the Company in accordance with the recommendations by the Board of Directors of the Company, for financial year 2020-21. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of commission and sitting fees paid to Independent/Non-Executive Directors during the Financial Year 2020-21 is provided in the annexure to the Directors Report.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Independent / Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 4 of the notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as an ordinary resolution.

Item No. 5

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of the any other body corporates in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company. The present limit of Rs. 10,000 crore has been allocated for various investment avenues like Proprietary Trading, Other Equity Investments, Bonds and Debentures and Margin Trading Funding, ESOP Funding etc. In view of the new investment opportunities which may come up in the near future, it is proposed to increase the limit to Rs. 12,000 Crores.

Members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the hundred per cent of its free reserves and securities premium account of the Company. The Board of Directors of the Company have approved and recommended the increasing of the limit vide its resolution dated June 24, 2021.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

**By Order of the Board of Directors
For Kotak Securities Limited**

**DEEPAK DINESH
SHENOY**

Digitally signed by DEEPAK DINESH SHENOY
DN: cn=PK, o=Personal, ou=DEEPAK DINESH SHENOY,
serialNumber=+756acde9f6cd796b27e14b52911
1489c5d325d5bd5f567daa761f1f4da,
postalCode=401107,
2.5.4.20=29f0e4ea39a929f99bacfed9284feande1
183cb7e0607b16f92560f1d6, st=Maharashtra
Date: 2021.06.29 13:44:24 +05'30'

**Deepak Shenoy
Company Secretary**

Date: June 24, 2021
Registered Office:
27 BKC, C 27, G Block
Bandra Kurla Complex, Mumbai 400051
CIN: U99999MH1994PLC134051

Virtual Roadmap for Attending the Meeting

Kindly refer below road map / step for attending the meeting

1. Open Chrome.
2. Go to join.zoom.us.
3. Enter your meeting ID provided by the host/organizer.
4. Click Join. If this is your first time joining from Google Chrome, you will be asked to open the Zoom client to join the meeting.

<https://support.zoom.us/hc/en-us/articles/201362193-Joining-a-meeting>