

## NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the First Extra- Ordinary General Meeting of the members of Kotak Securities Limited for the Financial Year 2020-2021 will be held at a shorter notice on Tuesday, 23<sup>rd</sup> day of June, 2020 at 02.30 p.m. through Audio Visual Means 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 Sections 149 and 161 of the Companies Act, 2013, read with Rule 4 of Companies (Appointment of Directors) Rules, 2014, re-appointment of Ms. Falguni Nayar as an Independent Director on the Board of Kotak Securities Limited with effect from 24<sup>th</sup> June, 2020 for a further period of 5 years not liable to retire by rotation be and is hereby approved.

**RESOLVED FURTHER THAT** any non-Independent director of the company of the Company or Company Secretary be and is hereby severally authorized to do all such acts, deeds and things as may be necessary in this regard including but not limited to filing of necessary forms with Registrar of Companies.”

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

**Deepak Shenoy  
Company Secretary  
Membership No. FCS9695**

**Date:** 22<sup>nd</sup> June, 2020  
**Registered Office:**  
27 BKC, C 27, G Block  
Bandra Kurla Complex,  
Mumbai 400051

### NOTES:

1. THE EXTRA ORDINARY 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 8<sup>TH</sup> APRIL, 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](mailto: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](mailto: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 2:15 P.M. to 3:00 P.M 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.
- 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](mailto: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
Re-appointment of Independent Director	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent

Re-appointment of Independent Directo	10	
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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. The meeting is proposed to be held at a shorter notice and therefore as per the provisions of Section 101 of the Companies Act, 2013 and rules made thereunder, it requires the consent for shorter notice from majority in number of members entitled to vote and who represent not less than ninety-five per cent of such part of the paid-up share capital of the Company. Members are requested to provide their consent for short notice by sending the signed copy of the draft format attached herewith or through e-mail confirmation.
- iv. 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](mailto:deepak.shenoy@kotak.com)

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

Item No. 1

Ms. Falguni Nayar, Independent Director of the Company was appointed w.e.f. June 24, 2015 for a period of 5 years. Her term is due for renewal if she is considered for re-appointment by shareholders. As per Section 149 of the Companies Act, 2013 read with Schedule IV, the re-appointment of Independent Directors shall be on the basis of report of performance evaluation. It may be noted that the Chairman of the Board based on her performance and based on report of evaluation conducted by other Directors, has strongly recommended her re-appointment. The Nomination and Remuneration Committee has recommended to the Board her re-appointment on June 19, 2020.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Ms. Falguni Nayar, and based on contribution to Board processes, her continued association would benefit the Company. Ms. Falguni Nayar fulfills the necessary eligibility requirements to be re-appointed for a period of 5 Years and continue to be independent.

In the opinion of the Board, she fulfils the conditions specified in the act and rules made there under pertaining to appointment of an Independent Director on the Board and she is independent of the management.

In this regard, considering the aforesaid provision and proposal as referred above, the Board recommends to the members of the Company to pass the resolution mentioned at Item No. 1 as a special resolution.

No Director or KMP or their relatives, other than Ms. Falguni Nayar is interested in the aforesaid resolution. Other than sitting fee paid to Ms. Falguni Nayar for attending Board and Committee meetings and Commission paid as approved by the members, no other pecuniary relationship exists between the Company and Ms. Falguni Nayar or any of her relatives. All the transactions

with Ms. Falguni Nayar and her relatives are made at arms length basis and in the ordinary course of business of the company.