

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Second 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 Wednesday, February 10, 2021 at 4.00 PM. 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 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. 9,000 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**

sd/-

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

Date: February 9, 2021
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 8TH 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 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 3:45 P.M. to 4:15 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 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 Limits	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
Increase in Investment Limits	10	

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 have provided their consent for short notice.
- 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

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

Item No. 1

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. 8000 crore has been allocated for various investment avenues like Proprietary Trading, Mutual Fund Investments, Bonds and Debentures 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. 9000 Crores.

Hence, 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 November 27, 2020 and provided their approval to hold EGM on January 21, 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.