



KOTAK SECURITIES LIMITED

Registered Office: 8th Floor, G Block, 27BKC, Bandra Kurla Complex, Bandra,
Mumbai City, Maharashtra- 400051

CIN: U99999MH1994PLC134051

website: www.kotaksecurities.com

email: ks.compliance@kotak.com or ksl.cs@kotak.com

Tel: +91 022-4336 0000 | Fax : +91 22 6725 6753

NOTICE OF THE ANNUAL GENERAL MEETING

Dear Members,

NOTICE is hereby given that the 26th Annual General meeting of the members of Kotak Securities Limited will be held on Monday, August 10, 2020 at 3.00 PM IST through Audio Visual Means to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Profit and Loss Account for the year ended 31st March 2020, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Narayan SA (DIN: 00007404), who retires by rotation and being eligible, offers himself for reappointment.



SPECIAL BUSINESS

3. To approve payment of Commission to Independent Directors of the Company for the FY 2019-20

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 2019-20 to the Independent Directors of the Company as Rs. 6,00,000 /- 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.”

By Order of the Board of Directors

For Kotak Securities Limited

**Deepak Shenoy
Company Secretary
Membership No. FCS 9695**

Date: July 18, 2020

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

NOTES:

THE ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING UNDER THE GUIDELINES ISSUED BY MINISTRY OF CORPORATE AFFAIRS ('MCA') GENERAL CIRCULAR NO. 20/2020 DATED 5TH MAY, 2020 READ TOGETHER WITH MCA GENERAL CIRCULAR NOS. 14 & 17/2020 DATED 8TH APRIL, 2020 AND 13TH APRIL, 2020 RESPECTIVELY

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 ks.compliance@kotak.com or ksl.cs@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 ks.compliance@kotak.com or ksl.cs@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 2:45 P.M. to 3:45 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. 8879906198.
- 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: ks.compliance@kotak.com or ksl.cs@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
Commission to Independent Directors	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
Commission to Independent Directors	10	

c) Other instructions/ information:

- Members are requested to address all communications through their registered e-mail id only.
- This notice and required mandatory annexures are also available on the website of the Company.
- 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 or ks.compliance@kotak.com or ksl.cs@kotak.com



For Item No. 3

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

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. 6,00,000/- 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 2019-20. 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 2019-20 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. 3 of the notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as an ordinary resolution.

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

**Sd/-
Deepak Shenoy
Company Secretary**

Date: July 18, 2020
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