

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the members of Kotak Mahindra Investments Limited will be held at shorter notice on Tuesday, 23rd July 2019 at 9.15 a.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 to transact the following business:

Special Business

1. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT the consent of shareholders is hereby accorded to the Board of Directors of the Company (as also, the Company hereby ratifies and confirms the authority granted under the resolution passed by the Board at its meetings held on July 20, 2019 as may be amended or modified or rescinded from time to time if required, for issuance of debentures) for making private placement offers and invitations and issuing secured/unsecured debentures with such issue size, coupon/interest rate, pricing as may be determined from time to time in one or more tranches/series from time to time under the applicable law and, including in accordance with the provisions of Section 42 of the Companies Act, 2013 or any other provisions if applicable under the Companies Act, 2013, and related rules, and continue making offers/invitations and issuing debentures pursuant to and upon the terms and conditions of (i) Debenture Trust Deed cum Deed of Mortgage dated October 03, 2018 and Deed of Hypothecation dated October 03, 2018 for amounts aggregating upto the unutilized limits of ₹515.80 crore thereunder out of the limit of ₹3500 crore for which the security is created thereunder, and/or (ii) Any other new/other further Debenture Trust Deed and/or other document as may be made/signed/issued upto an additional total face value of ₹6500 crore, subject to the debentures issued under (i) and/or (ii) above and outstanding at any point in time being within the overall borrowing limits as approved/may be approved by the shareholders by the special resolution under section 180 (1) (c) of the Companies Act, 2013 (currently ₹13,000 crore) and each of said resolutions as may be amended or modified or rescinded from time to time.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Board or any Committee thereof be and is hereby authorised to create security by way of a first pari passu mortgage over all right, title and interest of the Company over [Immovable Property] of the Company and security by way of charge/ hypothecation over all rights, title, interest, benefits, claims and demands of the Company over all or any of the moveable properties/receivables arising out of loan, lease, hire purchase transactions, all other book debts and such other current assets as may be identified by the Company from time to time, investments, both present and future whether such monies receivable are retained in any of the accounts of the Company or otherwise, current assets of the company in favour of lender(s), agent(s) and/or debenture trustee(s) for the benefit of the lender(s)/debenture holder(s), for securing the borrowings availed/to be availed by the Company subject to the limit set under the shareholders' special resolution under Sections 180(1)(c) (currently ₹13,000 crores) and 180 (1) (a) of the Companies Act, 2013, as may be amended or modified or rescinded from time to time.

"RESOLVED FURTHER THAT for the purpose of giving effect to all of the aforesaid Special Resolutions, the Board or any Committee thereof be and is hereby authorised to further authorise any person(s), to, on behalf of the Company, to finalise terms, tenor and amount, coupon rate, interest rate invite subscription, allot debentures, settle, sign, deliver, affix the common seal of the Company, wherever necessary or required, in

accordance with law and the Articles of Association of the Company and execute such documents/deeds/writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid special resolutions.”

By order of the Board of Directors

Jignesh Dave
Company Secretary

Date: 20th July 2019

Registered Office:
27BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai 400 051

CIN: U65900MH1988PLC047986

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
3. The Company has received consents pursuant to Section 101 of the Companies Act, 2013 for convening this Meeting at a shorter notice.

EXPLANATORY STATEMENT

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to Item No. 1 of the accompanying Notice dated 20th July 2019.

Item No. 1

At the Annual General meeting of the Company held on July 11, 2019 (“Shareholders’ Meeting”), the consent of the shareholders of the Company has been accorded in accordance with Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors of the Company for borrowing, from time to time and on such terms and conditions as may be determined by the Board of Directors of the Company, certain sums of money, notwithstanding that the sum or sums of moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate amount of the paid up capital of the Company, free reserves and securities premium account (that is to say reserves not set apart for any specific purpose), provided however that the maximum amount of money so borrowed by the Board and outstanding at any point in time shall not exceed the limit of ₹13000 crore (“Section 180(1)(c) Resolution”).

At the Shareholders’ Meeting dated July 11, 2019, the shareholders of the Company also passed a resolution in terms of Section 180(1)(a) of the Companies Act, 2013 (“Section 180(1)(a) Resolution”), whereby the shareholders of the Company accorded their consent to the Board of Directors of the Company for mortgaging and / or charging assets of the Company for securing the amounts borrowed by the Company subject to the limits under the Section 180(1)(c) Resolution, and also for securing the payment of interest thereon and other amounts payable by the Company in respect of the amounts so borrowed by the Company.

Further, the Company was authorised vide Shareholder’s Resolutions dated July 24, 2018 passed in terms of section 42 of the Companies Act, 2013 to make private placement offers and invitations and issue debentures in one or more series/tranches under the new Debenture Trust Deed upto an additional total face value of ₹3500 crore (of same currently ₹515.80 crore is unutilized).

Section 42 of the Companies Act 2013 requires any issuance of non-convertible debentures be approved annually by a Special resolution at the Shareholders Meeting. Now, the Company is desirous of continuing to make further private placement offers and invitations and issue debentures in one or more series/tranches pursuant to the existing Debenture Trust Deed (cum Mortgage Deed) and Deed of Hypothecation dated October 03, 2018 for the unutilized limit of ₹515.80 crore and also to issue new/further secured/unsecured non-convertible debentures or non-convertible debentures secured under any other/new debenture trust deed and/or under any other document, of upto ₹6500 crore, under applicable law and subject to the overall borrowing limits available under the Shareholders resolution passed under section 180(1)(a) and section 180(1)(c) of the Companies Act, 2013 and each of said resolutions as may be amended or modified or rescinded from time to time. The terms, the tenor and the amount of issuance of debentures and other terms and conditions for each series/tranche of borrowings shall be as may be decided by the Board from time to time in accordance with prevalent laws/regulations.

Approval of the Members is sought for the above by means of a Special Resolution.

The Directors recommend the Resolutions set out at Item No. 1 for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

By order of the Board of Directors

Jignesh Dave
Company Secretary

Date: 20th July 2019

Registered Office:
27BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai 400 051.

CIN: U65900MH1988PLC047986

Kotak Mahindra Investments Limited
(CIN: U65900MH1988PLC047986)

Registered Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Tel No.: (022) 61660000, Fax No.: (022) 67132403, Website: www.kmil.co.in

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the members(s):	
Registered address:	
Email Id:	
Folio No./Client Id:	DP Id:

I/We, being the members (s) holdingEquity Shares of Kotak Mahindra Investments Limited, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

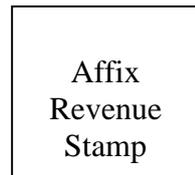
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, 23rd July 2019 at 9.15 a.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
Special Business	
1.	Approval for issuing secured/unsecured non-convertible debentures on private placement basis in one or more series/tranches from time to time.

Signed this..... day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)



Note: 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 Investments Limited

(CIN: U65900MH1988PLC047986)

Registered Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Tel No.: (022) 61660000, Fax No.: (022) 67132403, Website: www.kmil.co.in

Extraordinary General Meeting

Attendance Slip

DPID	Client ID	Folio No.	No. of Shares

Name of the Shareholder _____

Address _____

Name of Proxy _____

I hereby record my presence at the Extra ordinary General Meeting of the Company held on Tuesday, 23rd July 2019 at 9.15 a.m. at the Registered Office of the Company at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

Signature of the Shareholder/Proxy

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ROUTE MAP

