



NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of Kotak Investment Advisors Limited will be held on Thursday, August 13, 2020 at 04.00 p.m. through video conferencing to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Standalone and consolidated Profit and Loss Account for the year ended March 31, 2020, the Balance Sheets as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. S. Srinivasan (DIN: 00382697), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Oisharya Das (DIN 02889549) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on July 16, 2019 w.e.f. August 1, 2019 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Gaurang Shah (DIN: 00016660) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on November 5, 2019 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

Kotak Investment Advisors Limited

(Corporate Identity Number: U65990MH1994PLC077472)

Registered Office:

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India.

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By Order of the Board of Directors
KOTAK INVESTMENT ADVISORS LIMITED
(Corporate Identity Number:
U65990MH1994PLC077472)

Mumbai, June 24, 2020

Registered Office:

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"G" Block, Bandra-Kurla Complex
Bandra (East), Mumbai – 400 051
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Umang Patel
Company Secretary
A-30464

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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. 3 and 4 of the accompanying Notice dated June 24, 2020.

Item No. 3

The Board had appointed Ms. Oisharya Das (DIN: 02889549) as an Additional Director of the Company with effect from August 1, 2019. Pursuant to Section 161 of the Companies Act, 2013, an additional Director shall hold office till the ensuing Annual General Meeting of the Company. The Board has recommended her appointment as Director at this Annual General Meeting.

The following additional information is provided in respect of Ms. Oisharya Das (DIN: 02889549):

Name	Oisharya Das
Age	53 years
Qualifications	<ul style="list-style-type: none">• Graduate in Political Science from Kolkata University.• Masters in International Relations from Jadavpur University.• MBA from IIM Kolkata.
Experience	She started her career with the Kotak Mahindra Group in 1994. From 1999, she looked after Private Client Services for the Eastern Region at Kotak Securities. Subsequently, she was responsible for the North, East and the West Regions of the Wealth Management business.
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as an Additional Director with effect from August 1, 2019. No Sitting fees is payable for attending meetings of Board of Directors.
Date of first appointment on the Board	August 1, 2019
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	None
The number of Meetings of the Board attended during the year	Ms. Oisharya Das has attended the following Six Meetings of the Board of Directors during the year ended on 31st March, 2020: <ol style="list-style-type: none">1. 16.10.20192. 05.11.2019

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	3. 12.12.2019 4. 16.01.2020 5. 27.01.2020 6. 12.02.2020
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

Ms. Oisharya Das (DIN: 02889549) has given her consent to act as Director of the Company.

The Board is of the view that the knowledge and experience of Ms. Oisharya Das will immensely benefit the Company and therefore, commends the appointment of Ms. Oisharya Das as Director of the Company to the members as an Ordinary Resolution. The Company has also received a letter recommending her appointment from member of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives, except Ms. Oisharya Das, to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 3 of the notice.

Item No. 4

The Board had appointed Mr. Gaurang Shah (DIN: 00016660) as an Additional Director of the Company with effect from November 5, 2019. Pursuant to Section 161 of the Companies Act, 2013, an additional Director shall hold office till the ensuing Annual General Meeting of the Company. The Board has recommended his appointment as Director at this Annual General Meeting.

The following additional information is provided in respect of Mr. Gaurang Shah (DIN: 00016660):

Name	Gaurang Shah
Age	58 years
Qualifications	<ul style="list-style-type: none"> • Master's degree in Commerce from Gujarat University. • Member of the Institute of Chartered Accountants of India (ICAI).
Experience	He was the Managing Director of Kotak Mahindra Old Mutual Life Insurance Limited. He has over three decades of rich experience in financial services, including Kotak Mahindra Group. He has played a stellar role in building the Group's Consumer Banking and Life Insurance businesses, and has held several positions of high responsibility, including Head of Retail Assets at

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	Kotak Mahindra Bank. He was closely associated with Kotak Mahindra Primus (a joint venture between Kotak Mahindra Group and Ford Credit International), one of India's leading automobile finance companies.
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as an Additional Director with effect from November 5, 2019. No Sitting fees is payable for attending meetings of Board of Directors.
Date of first appointment on the Board	November 5, 2019
Shareholding in the company	10 Equity Shares held as Nominee of Kotak Mahindra Capital Company Limited jointly with Kotak Mahindra Capital Company Limited.
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	None
The number of Meetings of the Board attended during the year	Mr. Gaurang Shah has attended the following Five Meetings of the Board of Directors during the year ended on 31st March, 2020: <ol style="list-style-type: none"> 1. 12.12.2019 2. 16.01.2020 3. 27.01.2020 4. 12.02.2020 5. 31.03.2020
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Other Directorship: <ol style="list-style-type: none"> 1. Kotak Mahindra Bank Limited 2. Kotak Mahindra Asset Management Company Limited 3. Kotak Mahindra Life Insurance Company Limited 4. Kotak Mahindra General Insurance Company Limited 5. Kotak Mahindra (UK) Limited 6. Kotak Mahindra Inc. 7. Kotak Mahindra Asset Management (Singapore) Pte. Ltd

Mr. Gaurang Shah (DIN: 00016660) has given his consent to act as Director of the Company.

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The Board is of the view that the knowledge and experience of Mr. Gaurang Shah will immensely benefit the Company and therefore, commends the appointment of Mr. Gaurang Shah as Director of the Company to the members as an Ordinary Resolution. The Company has also received a letter recommending his appointment from member of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives, except Mr. Gaurang Shah, to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 4 of the notice.

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Mumbai, June 24, 2020

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NOTES:

1. **THE ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING MODE UNDER THE GUIDELINES ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS THROUGH GENERAL CIRCULAR NOS. 14/2020 DATED 8TH APRIL, 2020, 17/2020 DATED 13TH APRIL, 2020 AND 20/2020 DATED 5TH MAY, 2020**
2. The Members are requested to follow the below instructions: -

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.
- II. Members may join the 26th AGM through Video Conferencing (“VC”) Facility which shall be kept open for the Members from 03:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 26th AGM and will be closed for joining the VC Facility 30 minutes after the scheduled time to start the 26th AGM.
- III. The Members may, before the meeting, submit their questions / queries (if any) through e-mail to the Company Secretary.
- IV. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join the meeting using zoom Dial-in details as follows :

<https://us02web.zoom.us/j/89096764692?pwd=aHRVN1k5b28yZ1AxUUUpjQzLSlU5Zz09>

Meeting ID : 890 9676 4692
Password : KIAL@1308

- V. In case any member requires assistance for using the aforementioned Dial-in before or during the meeting, you may contact the Company Secretary on +91- 8291989126 or umang.p@kotak.com.
- 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.

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VOTING:

- I. The voting at the Annual General Meeting shall be done by show of hands. In case a poll is demanded, the Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- II. On demand of poll, the Members may vote by sending an e-mail to the Company Secretary at umang.p@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: Using Symbol ('v')

Item no. of agenda	Assent	Dissent
	v	

OTHER INSTRUCTIONS/ INFORMATION:

- I. Members are requested to address all communications through their registered e- mail id only.
- II. Pursuant to General Circular 20/2020 dated 5th May, 2020, the Annual Report of the Company i.e. Financial statements (including Board's report, Auditor's report and other documents required to be attached therewith) will be sent through e-mail only and no separate physical copy of the same shall be dispatched to any member.
- III. Attendance of the Members participating in the 26th AGM through Video Conferencing Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- IV. The recorded transcript shall be available on the website of the Company www.alternateassets.kotak.com post the conclusion of the meeting.
- V. This notice is also available on the website of the Company.
- VI. In case of any doubts or clarification, the members are requested to contact the Company Secretary.

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VII. The documents related to matters set out in the notice including the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act can be requested via email by writing to the Company Secretary at umang.p@kotak.com on all working days up to and including the date of the meeting.

By Order of the Board of Directors

KOTAK INVESTMENT ADVISORS LIMITED

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Umang Patel

Company Secretary

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