

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the members of Kotak Alternate Asset Managers Limited (formerly known as Kotak Investment Advisors Limited) will be held on Friday, June 28, 2024 at 5:00 PM through Video conferencing to transact following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial statements of the Company:
 - a) To receive and adopt the Standalone and consolidated Profit and Loss Account for the year ended March 31, 2024, the Balance Sheets as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. Dipak Gupta (DIN: 00004771), who retires by rotation and, being eligible, offers himself for re-appointment.

Mr. Dipak Gupta, Director who retires by rotation has offered himself for re-appointment. Members are requested to consider the proposal and if thought fit approve the same by passing the following resolution:

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

"RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Dipak Gupta (DIN: 00004771), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company."

3. To appoint Director in place of Mr. Jaimin Bhatt (DIN: 00003657), who retires by rotation and, being eligible, offers herself for re-appointment.

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

"RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Jaimin Bhatt (DIN: 00003657), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company."

4. To appoint and fix the remuneration of Statutory auditors:

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

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(formerly known as Kotak Investment Advisors Limited)
Corporate Identity Number: U65990MH1994PLC077472

Registered Office:

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"G"Block, Bandra - Kurla Complex F +91 22 67132423
Bandra (East), Mumbai - 400051 www.alternateassets.kotak.com
India.



"RESOLVED that pursuant to the provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, (including any statutory amendment(s), modification(s), variation or re-enactment(s) thereof for the time being in force) from time to time, approval of the Members of the Company, be and is hereby accorded for the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 117365W), as the Statutory Auditors of the Company, in place of retiring Auditors, Price Waterhouse, Chartered Accountants, Mumbai (Regn. No.: 301112E) to hold office from the conclusion of the Thirtieth Annual General Meeting until the conclusion of the Thirty Fifth Annual General Meeting of the Bank to be held in the year 2029.

RESOLVED FURTHER that Mr. Jaimin Bhatt and Mr. Rajeev Saptarshi be and are hereby jointly authorised to negotiate and approve annual remuneration including outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure of four years, etc., including by reason of necessity on account of conditions as may be stipulated by any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

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SPECIAL BUSINESS:

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

To appoint Mr. Jaideep Hansraj as Director of the Company.

"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. Jaideep Hansraj (DIN: 02234625) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 10, 2024 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."

By Order of the Board of Directors
KOTAK ALTERNATE ASSET MANAGERS LIMITED
(formerly known as Kotak Investment Advisors Limited)
(Corporate Identity Number: U65990MH1994PLC077472)

Mumbai, May 10, 2024

Registered Office:

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Devang Salian
Company Secretary
ACS 65902

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NOTES:

- 1. THE ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING MODE UNDER THE GUIDELINES ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS THROUGH GENERAL CIRCULAR NO. 14/2020 DATED 8TH APRIL, 2020, NO. 17/2020 DATED 13TH APRIL, 2020 AND NO. 10/2022 DATED 28TH DECEMBER, 2022**
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 of voting through remote e-voting or for participation and voting in the meeting.
- II. Members may join the Annual General Meeting through Video Conferencing ("VC") Facility which shall be kept open for the Members from 04:45 PM IST i.e. 15 minutes before the time scheduled to start the AGM and will be closed for joining the VC Facility 15 minutes after the scheduled time to start the 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 Microsoft Teams Dial-in details as follows:

Microsoft Teams - Meeting link

Meeting ID: 474 553 621 162
Passcode: 67LDGV

- 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- 8976971104 or devang.salian@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.

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 devang.salian@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

OTHER INSTRUCTIONS/ INFORMATION:

- I. Members are requested to address all communications through their registered e- mail id only.
- II. Attendance of the Members participating in the AGM through Video Conferencing Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- III. The recorded transcript shall be available on the website of the Company www.alternateassets.kotak.com post the conclusion of the meeting.
- IV. This notice is also available on the website of the Company.
- V. In case of any doubts or clarification, the members are requested to contact the Company Secretary.
- VI. 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 devang.salian@kotak.com on all working days up to and including the date of the meeting.

Devang Salian



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

Item no. 5: To appoint Mr. Jaideep Hansraj as Director of the Company

The Board had appointed Mr. Jaideep Hansraj (DIN: 02234625) as an Additional Director of the Company with effect from May 10, 2024. 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 by way of passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution except Mr. Jaideep Hansraj.

The following additional information is provided in respect of Mr. Jaideep Hansraj (DIN: 02234625): -

Name	Mr. Jaideep Hansraj
Age	58 years
Qualifications	B. Com (Hon)
Experience	Mr. Jaideep Hansraj is the Group President - One Kotak of Kotak Mahindra Bank Limited ("the Bank"), and brings with him, a strong domain in investments and capital markets along with a proven track record of building and scaling large businesses. He was the Managing Director of Kotak Securities till March 2024, he had heralded technology to keep digitization and innovation at the core of customer experience. Under his astute leadership, Kotak Securities had improved in all critical areas of business - acquisition, volume market share across segments, active clients, loan book, profitability, etc.

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D. Sahani



	<p>He joined the Kotak Mahindra Group in July 1993, and in a short span of four years, he was elevated to the position of Chief Executive of Kotak Mahindra International Ltd. (a subsidiary of Kotak Mahindra Finance Limited). In October 1999, he took over as the Head of Kotak Securities' private client function, and in 2004, moved from Kotak Securities to build the Wealth Management portfolio in the bank.</p> <p>With his leadership, Kotak Wealth Management has emerged as the leading wealth management firm in India and has won several accolades and recognition across the industry, including being ranked #1 in the Asian Private Banker's India 2017 AUM League Table. He has also joined the Bank's Group Management Council, which oversees and drives the bank's growth charter and monitors all Kotak-related policy decisions and strategies.</p> <p>He is a member of the Secondary Market Advisory Committee, or SMAC, which deals with secondary market issues such as recommending actions to improve market safety, efficiency, and transparency. He serves on the NSE Clearing Limited Advisory Committee and was recently appointed to the SEBI-Ad Hoc Intermediary Advisory Committee (AIAC).</p>
<p>Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)</p>	<p>Non-Executive Director of the Company and is liable to retire by rotation. No sitting fees is payable to him for attending meetings of Board of Directors.</p>
<p>Shareholding in the company</p>	<p>Nil</p>

D. Salian



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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. Jaideep Hansraj has attended the following Meetings of the Board of Directors during the year 2024-25 (till the date of sending this notice): 1. 10.05.2024 2. 19.05.2024
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Anukriya Foundation Kotak Mahindra Financial Services Limited KFin Technologies Limited Kotak Securities Limited Kotak Mahindra General Insurance Company Limited Kotak Mahindra Life Insurance Company Limited

By Order of the Board of
Directors

KOTAK ALTERNATE ASSET MANAGERS LIMITED
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(Corporate Identity Number: U65990MH1994PLC07747)

Mumbai, May 10, 2024

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Devang Salian
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Annexure

Details of the Directors retiring by rotation and seeking re-appointment at this Annual General Meeting

[Pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Mr. Dipak Gupta (DIN: 00004771)	Mr. Jaimin Bhatt (DIN: 00003657)
Age	63 years	62 years
Qualifications	B.E. (Electronics), PGDM – IIM, Ahmedabad	Commerce graduate from Mumbai University, member of Institute of Chartered Accountants of India (ICAI) and Institute of Cost and Works Accountants of India (ICWAI)
Experience	<p>Mr. Dipak Gupta has been with Kotak Mahindra Bank for more than 3 decades and retired as the MD & CEO in Dec, 2023.</p> <p>At Kotak Mahindra Bank, he has led various businesses and has overseen a range of functions including IT, Cyber Security and digital initiatives, internal audit, human resources, marketing, compliance, and operations. In the past he has been responsible for Treasury, Wealth Management and the Consumer Finance businesses.</p> <p>Mr. Gupta was also instrumental in forging the joint venture with Fort Credit and was the first Managing Director of Kotak</p>	<p>Over 38 years of experience in the financial sector, 28 years of which have been with the Kotak Mahindra Group.</p> <p>Since 2003, Mr. Jaimin is Group CFO of Kotak Mahindra Bank Ltd and spearheads Finance, Tax, Strategy, Legal, Secretarial, Investor Relations, Operations and Facilities management and is part of Bank's Group Management Council.</p> <p>In 1995, he joined Kotak Mahindra Finance Ltd. in the Proprietary Investments division, before moving to the Investment Bank where he headed Mergers & Acquisitions.</p>

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D. Jaimin



	<p>Mahindra Primus Limited (now Kotak Mahindra Prime Limited).</p> <p>Over the years, he has also been a member / chairman of various board and non-board committees across the Kotak group.</p> <p>Prior to joining Kotak Group 1992, Mr. Gupta worked with the consultancy division of A.F. Ferguson.</p>	<p>Prior to joining Kotak, he worked with Indus Venture, a private equity fund and before that was Manager – Project Finance with the Godrej Group.</p>
Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	<p>Mr. Gupta has been appointed as a Non-Executive Director of the Company and is liable to retire by rotation.</p> <p>No sitting fees is payable for attending meetings of Board of Directors.</p>	<p>Mr. Bhatt has been appointed as a Non-Executive Director of the Company and is liable to retire by rotation.</p> <p>No sitting fees is payable for attending meetings of Board of Directors.</p>
Date of first appointment on the Board	March 22, 2016	March 19, 2001
Shareholding in the company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	None	None
The number of Meetings of the Board attended	FY 2023-24: 12 out of 12 meetings held	FY 2023-24: 5 out of 12 meetings held

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D. Sahar



	FY 2024-25 (till the date of sending this notice): 3 out of 3 meetings held	FY 2024-25 (till the date of sending this notice): 2 out of 3 meetings held
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. Kotak Mahindra Life Insurance Company Limited 2. Kotak Mahindra Capital Company Limited 3. Kotak Infrastructure Debt Fund Limited 4. Kotak Mahindra (UK) Limited 	<ol style="list-style-type: none"> 1. Gunijaan Research Art Culture & Education Foundation 2. Kotak Mahindra Capital Company Limited 3. Business Standard Private Limited 4. Infina Finance Private Limited

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