

KOTAK FUNDS
Société d'Investissement à Capital Variable (SICAV)
Registered Office: Luxembourg, 16, Boulevard d'Avranches, L-1160 Luxembourg
R.C.S. Luxembourg B 131 576

**CONVENING NOTICE TO
2016 ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kotak Funds (the "Company") will be held at the registered office of the Company on **Wednesday, 27 April 2016 at 11.00 a.m. (Central European Time)** for the purpose of considering and voting upon the following matters:

Agenda

1. Hearing of the Report of the Auditor and approval of the financial statements for the year ended 31 December 2015.
2. Allocation of results and dividend distribution for the year ended 31 December 2015.
3. Discharge to the members of the Board of Directors of the Company in office for the period ended 31 December 2015.
4. Re-election of each of the Directors in office for a period ending at the next annual general meeting.
5. Re-election of KPMG Luxembourg, Société Coopérative as approved statutory auditor of the Company until the next annual general meeting.
6. Approval of Directors' fees.
7. Any other Business.

Financial Statements

A copy of the Financial Statements for the accounting year ended 31 December 2015, which includes the Reports to be presented at Items 1 and 2 above, is available at the registered office of the Company 15 days prior to the Meeting. Upon request made via fax (+ 352 27025 380) addressed to the attention of Registration Team these documents may be obtained by shareholders, free of charge. They will be sent by ordinary land courier to the address specified in the request.

Voting

The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five days prior to the Meeting, i.e. 22 April 2016 (referred to as "Record Date"). There will be no requirement as to the quorum in order for the Meeting to validly deliberate and decide on the matters listed in the agenda; resolutions will be passed by the simple majority of the votes cast. At the Meeting, each share entitles to one vote. The rights of the shareholders to attend the Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

Voting Arrangements

Shareholders who cannot attend the meeting in person are invited to send a duly completed and signed proxy form to the Registrar: HSBC Bank plc, Luxembourg Branch, Registration Team, 16 Boulevard d'Avranches, L-1160 Luxembourg, Fax No: (352) 27025 380 to arrive not later than 25 April 2016. Proxy forms will be sent to registered shareholders with a copy of this notice and can also be obtained from the registered office.

The Board of Directors



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PROXY

The undersigned,

being the holder of shares in **Kotak Funds – India Growth Fund**
..... shares in **Kotak Funds – India Midcap Fund**
..... shares in **Kotak Funds – India Fixed Income Fund**

hereby appoints or failing whom the Chairman of the

Meeting to be my/our proxy to vote on my/our behalf at the **2016 Annual General Meeting** of the shareholders of **Kotak Funds** to be held on **27 April 2016**, and at any adjournment thereof, the agenda of which is confirmed in the convening notice.

The proxy is instructed to cast my/our votes at his discretion in respect of each of the items of the Annual General Meeting, unless indicated to the contrary below :-

.....
.....

AS WITNESS my/our hand(s) this day of 2016

SIGNED by

..... (name(s) of shareholder(s))

.....
(signature(s) of shareholder(s))

NOTES:

- (1) To be valid, this proxy must be completed and deposited with the Fund's Registrar no later than 48 hours before the time appointed for the meeting.
- (2) If the shareholder is a corporation this proxy must be executed under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
- (3) In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
- (4) A member may appoint a proxy who need not be a member of the Fund.
- (5) The completion of a proxy does not preclude a shareholder from attendance at the meeting.

Registrar: HSBC Bank plc, Luxembourg Branch
16, boulevard d'Avranches, L-1160 Luxembourg
Fax No: (+352) 27025 380

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