

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of Kotak Mahindra Capital Company Limited will be held on Tuesday, June 23, 2026 at 4:00 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

Ordinary Business: -**1. Adoption of Audited Financial Statements of the Company:**

- a) To consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2026 including the Audited Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board of Directors’ and the Auditors thereon.
- b) To consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026 including the Audited Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Report of the Auditors thereon.

2. Appointment of Mr. Uday Kotak, Chairman (DIN-00007467) who retires by rotation and being eligible, offers himself 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. Uday Kotak, Chairman (DIN-00007467), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as the Director of the Company.

3. Appointment of Ms. Shanti Ekambaram, Director (DIN- 00004889), 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, Ms. Shanti Ekambaram (DIN- 00004889), who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed as the Director of the Company.

4. Declaration of Final Dividend

The Board of Directors have recommended a final dividend of Rs. 305 per equity share for the Company for member’s approval.

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, “G” Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F +91 22 67132445

<https://investmentbank.kotak.com>

SPECIAL BUSINESS

5. To consider the appointment of Mr. Devang Gheewalla (DIN: 07480378) as a Director of the Company.

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

“RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and any rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and approval by the Board of Directors of the Company, Mr. Devang Gheewalla (DIN: 07480378), who was appointed as an Additional Director of the Company with effect from July 9, 2025, in accordance with the provisions of Section 161 of the Act, be and is hereby appointed as Director of the Company designated as Director and liable to retire by rotation with effect from the said date;

RESOLVED further that the Board of Directors or Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. To consider the appointment of Mr. Paritosh Kashyap (DIN: 07656300) as a Director of the Company.

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

“RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and any rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and approval by the Board of Directors of the Company, Mr. Paritosh Kashyap (DIN: 07656300) who was appointed as an Additional Director of the Company with effect from October 16, 2025 in accordance with the provisions of Section 161 of the Act, be and is hereby appointed as Director of the Company designated as Director liable to retire by rotation with effect from the said date;

RESOLVED further that the Board of Directors or Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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NOTES:

1. An explanatory statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of special business set out at item no. 5 and 6 of the Notice is annexed hereto.
2. The Members are requested to follow the following instructions: -
 - a) **Participation:**
 - i. As the AGM shall be conducted through VC / OAVM and pursuant to the circulars as issued by MCA, the physical presence of the Members has been dispensed with and therefore the appointment of proxy(ies) is not permitted. Hence, the facility for appointment of Proxy by the Members is not available for this AGM and the Proxy Form/Attendance Slip including Route Map are not annexed to this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051, which shall be the deemed venue of the AGM. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of participation and voting in the meeting.
 - ii. Members (Institutional / Corporate Shareholders) are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representative(s) to attend the AGM through VC/ OAVM and to vote in its behalf, pursuant to Section 113 of the Act, through e-mail to arun.mathew@kotak.com
 - iii. The Members may, before the meeting, submit their questions / queries (if any) through e-mail to the Company, at arun.mathew@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 the meeting using the Dial-in details which will be shared separately.
 - v. In case any member requires assistance for using the aforementioned Dial-in before or during the meeting, you may contact arun.mathew@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.
 - vii. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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Investment Banking

b) Voting:

- i. The voting at the Annual General Meeting shall be done by show of hands.

c) Other instructions/ information:

- i. Members are requested to address all communications through their registered e-mail id only.
- ii. This notice is also available on the website of the Company.

CIN: - U67120MH1995PLC134050

Website:

<https://investmentbank.kotak.com/>

Email: - arun.mathew@kotak.com

Mumbai, Dated June 1, 2026

Registered Office:

27 BKC, C-27, "G" Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

**By Order of the Board of Directors
For Kotak Mahindra Capital Company Limited**

**Arun Mathew
Compliance Officer**

Kotak Mahindra Capital Company Limited

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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act")**ITEM NO.5**

Mr. Devang Gheewalla is Group Chief Financial Officer at Kotak Mahindra Bank Limited. In his current role, he is responsible for Group Finance, Taxation, Strategy, Investor Relations and Operations for driving operational excellence and strategic growth.

Mr. Gheewalla has been associated with the Kotak Mahindra Group for over 20 years and has been integral part of the Key Leadership Team since 2016. As Group CFO, he is also part of the Bank's Group Management Council that drives Kotak Mahindra Group's growth charter.

Mr. Gheewalla has been an influential force at the Bank bringing innovation and strategic acumen and is carrying forward the rich legacy of prudent corporate governance, sound risk management, and ethical practices at the Bank. His leadership has been instrumental in positioning the Bank as a dynamic and forward-thinking institution in the financial sector. He was also a key member of the team responsible for the acquisition and integration of ING Vyasa Bank with Kotak Mahindra Bank.

Prior to joining Kotak in 2004, Mr. Gheewalla was an Associate Director at KPMG in India for a decade and was part of assurance and advisory services.

Mr. Gheewalla is a Commerce graduate from Mumbai University. He's also a qualified Chartered Accountant as well as a Cost Accountant.

Beyond work, Mr. Gheewalla is a singer and often unwinds by singing popular yesteryear melodies. In his leisure time, he travels to explore new destinations and has keen interest in wildlife.

In order to ensure adequate representation of the operating management of the Bank", the Subsidiary Oversight and Governance Committee of the Board of the Bank, at its meeting held on June 28, 2025, approved the nomination of Mr. Gheewalla, Group President and Group Chief Financial Officer of the Bank, for appointment as a Non-Executive Director on the Board of your Company.

Mr. Gheewalla is not related to any Director or Key Managerial Personnel of the Company. Pursuant to the provisions of Section 152 of the Companies Act, 2013, upon approval of his appointment by the Members, he shall be liable to retire by rotation.

Except Mr. Gheewalla and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the accompanying Notice.

The Board of Directors recommends the passing of the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

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Annexure

Brief Profile of the Director being appointed, as set out in this Notice, in terms of the Secretarial Standard on General Meetings (SS-2), issued by the Institute of the Company Secretaries of India.

Name of the Director	Mr. Devang Gheewalla
DIN	07480378
Age	58 years
Qualification	B. Com, ACA, Grad CWA
Brief details, nature of expertise in specific functional area and experience	Mr. Devang Gheewalla is Group Chief Financial Officer at Kotak Mahindra Bank Limited. In his current role, he is responsible for Group Finance, Taxation, Strategy, Investor Relations and Operations for driving operational excellence and strategic growth. Mr. Gheewalla has been associated with the Kotak Mahindra Group for over 20 years and has been an integral part of the Key Leadership Team since 2016. As Group CFO, he is also part of the Bank's Group Management Council that drives Kotak Mahindra Group's growth charter.
Number of Board Meetings attended during FY 2025-26	4
Terms and Conditions of appointment including remuneration sought to be paid	The appointment of Mr. Gheewalla (DIN: 07480378) as the Non-Executive Director with effect from July 9, 2025 and is liable to retire by rotation.
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	July 9, 2025
Directorships / Memberships / Chairmanships of Committees in other companies / Positions in other entities	<ul style="list-style-type: none"> • K Fin Technologies Limited • Airawat Research Foundation • Kotak Karma Foundation
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None

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ITEM NO.6

Mr. Paritosh Kashyap is a Commerce Graduate, Chartered Accountant and Cost & Works Accountant. With over 30 years of experience in the Banking and Financial Services in the Kotak Mahindra Group, Mr. Kashyap has held various key roles, including as the Group President and Business Head – Wholesale Banking Group and a Senior Management Personnel of the Bank.

During his tenure, he has spearheaded and grown to scale, a number of businesses in the Kotak Group.

He is a member of the Group Management Council, which drives the Kotak Mahindra Group's growth charter.

During his early part of the career, he built the Debt Capital Market (DCM) business. Under his leadership, the Bank has achieved a strong position in the DCM Business. In July 2022, Mr. Kashyap took charge of the Wholesale Banking business at the Bank which includes among others, Corporate SME Banking, Structured Finance, Infrastructure Lending, the Banking and Financial Institutions Group, Debt Capital Markets, Custody, GIFT City, Trade and Transaction Banking businesses.

Mr. Kashyap has extensive experience dealing with Large Corporates and NBFCs and advising them on capital structuring, financing and securitization. He has originated, structured and led many structured financing transactions, including acquisition financing, sponsor financing, securitization, cross border, high yield credit, etc.

Mr. Kashyap is also a Director on the boards of Kotak Infrastructure Debt Fund Limited and Kotak Mahindra Investments Limited.

In order to ensure adequate representation of the operating management of Kotak Mahindra Bank Limited (the "Bank"), the Subsidiary Oversight and Governance Committee of the Board of the Bank, at its meeting held on September 29, 2025, approved the nomination of Mr. Kashyap, Whole Time Director of the Bank, for his appointment as a Non-Executive Director on the Board of the Kotak Mahindra Capital Company Limited.

The Board of the Bank has also accorded its approval for Mr. Kashyap to hold directorship in Kotak Mahindra Capital Company Limited.

Mr. Kashyap is not related to any Director or Key Managerial Personnel of the Company. Pursuant to the provisions of Section 152 of the Companies Act, 2013, upon approval of his appointment by the Members, he shall be liable to retire by rotation.

Except Mr. Kashyap and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the accompanying Notice.

The Board of Directors recommends the passing of the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

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Brief Profile of the Director being appointed, as set out in this Notice, in terms of the Secretarial Standard on General Meetings (SS-2), issued by the Institute of the Company Secretaries of India.

Name of the Director	Mr. Paritosh Kashyap
DIN	07656300
Age	58 years
Qualification	B. Com, ACA, Grad CWA
Brief details, nature of expertise in specific functional area and experience	Mr. Paritosh Kashyap is a Commerce Graduate, Chartered Accountant and Cost & Works Accountant. With over 30 years of experience in the Banking and Financial Services in the Kotak Mahindra Group, Mr. Kashyap has held various key roles, including as the Group President and Business Head – Wholesale Banking Group and a Senior Management Personnel of the Bank.
Number of Board Meetings attended during FY 2025-26	3
Terms and Conditions of appointment including remuneration sought to be paid	The appointment of Mr. Kashyap (DIN: 07656300) as the Non-Executive Director with effect from October 16, 2025 and is liable to retire by rotation.
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	October 16, 2025
Directorships / Memberships / Chairmanships of Committees in other companies / Positions in other entities	<ul style="list-style-type: none"> • Kotak Mahindra Investments India Limited • Kotak Mahindra Bank Limited • Kotak Infrastructure Debt Fund Limited • Kotak Securities Limited
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None

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