NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting **("EGM")** of the Members of Kotak Mahindra Capital Company Limited **("Company")** will be held on Tuesday, 25th August 2026 at 3:00 P.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following businesses:

SPECIAL BUSINESS

1. **To consider the appointment of Mr. Ramesh Srinivasan, Non-Executive Director and Vice-Chairman (Nominee of the Bank) 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 152,161,197 of the Companies Act, 2013, and in terms of the Articles of Association of the Company, and approval by the Board of Directors of the Company, Mr. Ramesh Srinivasan (DIN: 02787576), who was appointed as a Non-Executive Additional Director and Vice Chairman of the Company with effect from August 01, 2026, be and is hereby appointed as Non-Executive Director and Vice Chairman of the Company, liable to retire by rotation with effect from the said date i.e. commencing from August 1, 2026 and continuing up to July 31, 2029, on the terms and conditions set out below and as may be applicable under the policies/rules of Kotak Mahindra Capital Company Limited.

   1. The term of appointment as Non-Executive Vice-Chairman (Nominee of the Bank) shall be for a period of three (3) years commencing from August 1, 2026, up to July 31, 2029.

   2. Mr. Ramesh Srinivasan shall act in a non-executive capacity and shall not be involved in the day-to-day management of the affairs of the Company.

   3. Considering his extensive experience and expertise, the senior management may, where considered appropriate, seek his advice and guidance on matters relating to the Company's business.

   4. He shall be entitled to receive commission, if any (as determined by the Human Resources and People Development Committee of the Company); sitting fees for attending meetings of the Board and/or Committees thereof; and reimbursement of expenses incurred in connection with the discharge of his duties as a Non-Executive Director and Vice-Chairman. He may continue to avail the car facility from the Company for the purpose of carrying out his duties. Further, maintenance, fuel and driver expenses, if any, incurred by him in connection with such car facility, shall be reimbursed by the Company on an actual basis. He shall not be entitled to salary, variable pay, stock options or any other managerial remuneration in connection with his non-executive appointment.

RESOLVED FURTHER THAT the remuneration payable to Mr. Srinivasan as a Non-Executive Director shall be subject to the provisions of the Companies Act, 2013 and the rules made thereunder, including the limits prescribed for payment of remuneration to Non-Executive Directors, as may be amended from time to time.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company or the Compliance Officer of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies or any other appropriate authorities."

2. **Re-designation of Mr. Sourav Mallik (DIN: 07152812) as Managing Director & Co-CEO of the Company.**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, and the rules made thereunder, and in terms of the Articles of Association of the Company, approval of the Members be and is hereby accorded for the re-designation of Mr. Sourav Mallik (DIN: 07152812) from Managing Director & Deputy CEO to Managing Director & Co-CEO of the Company, with effect from August 1, 2026, for the remainder of his current term, i.e., up to May 31, 2029, on the same terms and conditions as were approved by the Board of Directors on January 19, 2026 and by the Members on February 19, 2026.

RESOLVED FURTHER THAT any one of the Directors or the Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings, applications, returns and filings as may be necessary, desirable or expedient for giving effect to this resolution."

3. **Re-designation of Mr. Jayasankar Venkataraman (DIN: 09227799) as Managing Director & Co-CEO of the Company.**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, and the rules made thereunder, and in terms of the Articles of Association of the Company, approval of the Members be and is hereby accorded for the re-designation of Mr. Jayasankar Venkataraman (DIN: 09227799) from Managing Director & Deputy CEO to Managing Director & Co-CEO of the Company, with effect from August 1, 2026, for the remainder of his current term, i.e., up to March 31, 2029, on the same terms and conditions as were approved by the Board of Directors on January 19, 2026 and by the Members on February 19, 2026.

RESOLVED FURTHER THAT any one of the Directors or the Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, writings, applications, returns and filings as may be necessary, desirable or expedient for giving effect to this resolution."

CIN: U67120MH1995PLC134050
Website: www.investmentbank.kotak.com
Email: - arun.mathew@kotak.com

Mumbai, Dated 3rd August 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

A. Mathew

Compliance Officer
Arun Mathew

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 items no. 1, 2 and 3 of the Notice is annexed hereto.

2. The Members are requested to follow the following instructions: -

a) Participation:

i. As the EGM 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 EGM and the Proxy Form/Attendance Slip including Route Map are not annexed to this Notice. The proceedings of the EGM 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 EGM. 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 EGM 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 person 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 person 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 EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

b) Voting:

i. The voting at the Extra Ordinary General Meeting shall be done by show of hand.

c) Other instructions/ information:

i. Members are requested to address all communications through their registered e-mail id only.

This notice is also available on the website of the Company.

CIN: - U67120MH1995PLC134050
Website: www.investmentbank.kotak.com
Email: - arun.mathew@kotak.com
Dated- 3rd August 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 **Investment Banking**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Board of Directors at their meeting held on 14th July 2026 appointed Mr. Ramesh Srinivasan as the Non-Executive Additional Director and Vice-Chairman (Nominee of the Bank) of the Company for a further period 3 (three) years commencing from August 1, 2026, i.e., up to July 31, 2029, on the terms and conditions as provided in the resolution above. Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Mr. Ramesh Srinivasan holds office up to the date of this Extra Ordinary General Meeting and is eligible for appointment as Non-Executive Director and Vice-Chairman (Nominee of Kotak Mahindra Bank Limited) of the Company.

Accordingly, the approval of the Members of the Company is sought for appointment of Mr. Ramesh Srinivasan, as Non-Executive Director and Vice-Chairman (Nominee of the Bank) of the Company as set out in Item No. 1 of the EGM Notice.

None of the directors and/or key managerial personnel of your Company and their relatives except Mr. Srinivasan is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the EGM Notice for approval of the Members.

Brief Background: Mr. Ramesh has extensive experience in handling capital market transactions and has been closely involved in a number of landmark initiatives and product innovations in the capital markets business. He has an in-depth understanding of the regulatory framework for capital markets designed by the Securities and Exchange Board of India (SEBI) and the stock exchanges. Under his leadership, Kotak Investment Banking has established and reinforced its standing as a pioneer and leader in the Indian equity capital markets. He has been involved in diverse transactions across a wide range of situations and complexities. Ramesh has been closely involved in key initiatives that have contributed to the development of the Indian capital markets. By qualification, Mr. S. Ramesh is ACA, ACS, Grad CWA. His vast experience shall be valuable for the company.

ITEM NO.2.

At its meeting held on July 14, 2026, the Board of Directors approved the re-designation of Mr. Sourav Mallik as Managing Director & Co-CEO of the Company, subject to the approval of the Members. All other terms of his appointment, as previously approved by the Board and the Members, shall remain unchanged and continue to apply.

Accordingly, the approval of the Members is sought for the re-designation of Mr. Sourav Mallik from Managing Director & Deputy CEO to Managing Director & Co-CEO of the Company, as set out in Item No. 2 of the EGM Notice.

Except Mr. Sourav Mallik and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the EGM Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the EGM Notice for approval of the Members.

ITEM NO. 3

At its meeting held on July 14, 2026, the Board of Directors approved the re-designation of Mr. Jayasankar Venkataraman as Managing Director & Co-CEO of the Company, subject to the approval of the Members. All other terms regarding his appointment, as previously approved by the Board and the Members, shall remain unchanged and continue to apply.

Accordingly, the approval of the Members is sought for the re-designation of Mr. Jayasankar Venkataraman from Managing Director & Deputy CEO to Managing Director & Co-CEO of the Company, as set out in Item No. 3 of the EGM Notice.

Except Mr. Jayasankar Venkataraman and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the EGM Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the EGM Notice for approval of the Members.

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

Place: Mumbai,
Date: 3rd August 2026

A. Mathew

Arun Mathew
Compliance Officer