

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“**EGM**”) of the members of Kotak Mahindra Capital Company Limited (“**Company**”) will be held on Saturday, 21 March 2026, at 4:40 P.M. IST at shorter notice through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”) at shorter notice, to transact the following business:

ORDINARY BUSINESS**1. TO CONSIDER AND APPROVE THE PROPOSED TRANSFER OF EQUITY SHARES OF INFINA FINANCE PRIVATE LIMITED BY THE COMPANY**

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

“RESOLVED THAT in accordance with Section 188 and pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification there or re-enactment thereof for the time being in force) (the “**Act**”) and any other applicable laws, rules, and regulations, relevant provisions of the Memorandum of Association of the Company and the Articles of Association of the Company and subject to any approvals, consents, permissions, and sanctions as may be deemed necessary, and pursuant to the recommendation of the divestment committee and the audit committee of the Company and the Board of Directors of the Company, the approval of the members of the Company (the “**Members**”) be and is hereby accorded to the Company to approve the transactions as set out below:

- a) transfer of 217,899 equity shares held by the Company in Infina Finance Private Limited (“**Infina**”), representing 9.90% of the share capital of Infina, to Derive Trading and Resorts Private Limited (“**Derive**”) and Bright Star Investments Private Limited (“**Bright Star**”) for an aggregate consideration of INR 413,35,00,450.20;
- b) transfer of 266,321 equity shares held by the Company in Infina, representing 12.10% of the share capital of Infina, to Aryaman Jhunjhunwala Discretionary Trust (“**Aryaman Trust**”), Aryavir Jhunjhunwala Discretionary Trust (“**Aryavir Trust**”) and Nishtha Jhunjhunwala Discretionary Trust (“**Nishtha Trust**”) for an aggregate consideration of INR 505,20,56,105.80; and
- c) transfer of 197,870 equity shares held by the Company in Infina, representing 8.99% of the share capital of Infina, to KF Trust for an aggregate consideration of approx. INR 375,35,54,326.00 and execution of shareholders’ agreement between *inter alia* KF Trust, Komaf Financial Services Private Limited (“**Komaf**”) and the Company.

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

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(collectively, the “Proposed Transaction”).

RESOLVED FURTHER THAT any one of the Managing Director on the Board or the CFO of the Company, be and are hereby severally authorized to do all such other acts, deeds, and things as may be deemed necessary in order to give full effect to the above resolution and for matters in connection with or incidental thereto, and to settle all questions, difficulties, or doubts that may arise in this regard at any stage without requiring to secure the further consent or approval of the members, and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT any of the Managing Directors on the Board or the CFO of the Company be and are hereby severally authorized to negotiate and finalise the terms of the: (a) Share Purchase Agreement between Derive, Bright Star, Aryaman Trust, Aryavir Trust and Nishtha Trust (collectively, the “Purchasers”), Infina and the Company; (b) Share Purchase Agreement between KF Trust, Infina and the Company; and (c) Shareholders’ Agreement between the Purchasers, Infina, KF Trust, Komaf Financial Services Private Limited and the Company, and any other ancillary documents in connection with the Proposed Transaction.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it or under this resolution to any committee of directors or to any director or officer(s) or authorized representative(s) of the Company in order to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be issued under the signature of any of the aforementioned persons or the Compliance Officer to submit the same to such authority or person, as may be required.”

CIN: - U67120MH1995PLC134050

Website: www.investmentbank.kotak.com

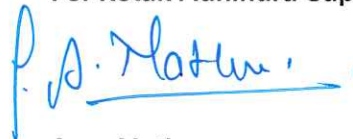
Email: - arun.mathew@kotak.com

Dated March 20, 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

CIN U67120MH1995PLC134050

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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 ordinary business set out at item no. 1 of the Notice is annexed hereto.
2. The Members are requested to follow the below instructions: -

a) Participation:

- i. As the EGM shall be conducted through VC / OAVM and pursuant to the circulars as issued by the Ministry of Corporate Affairs, 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 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 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.

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Investment Banking

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 March 20, 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 handwritten signature in blue ink, appearing to read "Arun Mathew", with a horizontal line underneath it.

**Arun Mathew
Compliance Officer**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

Kotak Mahindra Capital Company Limited (“**Company**”) holds 11,00,240 equity shares of face value INR 10 each in Infina Finance Private Limited (“**Infina**”) representing 49.99% of the share capital of Infina.

Infina is a non-banking financial company, registered with the Reserve Bank of India, carrying out services in relation to inter alia loans against shares, loans against properties and commercial real estate loans. Infina is an “associate company” of the Company and Kotak Mahindra Bank Limited (“**KMBL**”).

Pursuant to the Reserve Bank of India (Commercial Banks – Undertaking of Financial Services) Directions, 2025 dated November 28, 2025 (as amended on December 05, 2025) (“**FS Directions**”), if a group entity of a bank undertakes lending business, such group entity is inter alia required to adhere to stipulations on advances and limits per borrower prescribed under the Reserve Bank of India (Commercial Banks – Credit Risk Management) Directions, 2025 and Reserve Bank of India (Commercial Banks – Credit Facilities) Directions, 2025, as applicable to banks. Under the FS Directions, ‘group entities’ of a bank also include associate companies.

Accordingly, as Infina is an “associate company” of KMBL, it will be considered a ‘group entity’ of KMBL for the purpose of the FS Directions and will be subject to the above stipulations under the FS Directions. If the requirements under the FS Directions are not met by March 31, 2026, Infina and KMBL will not be permitted to undertake any new business in the abovementioned segment.

Given the above developments under the FS Directions, the Company is proposing to divest a part of its shareholding in Infina, such that Infina ceases to be an “associate company” of the Company and KMBL.

In this regard, the Company has undertaken a bid process driven by Arpwood Capital, an independent SEBI registered merchant banker, and identified the successful bidders (*as set out below*). The Company proposes to divest a part of its shareholding in Infina in the following manner:

- (a) transfer of 217,899 equity shares held by the Company in Infina, representing 9.90% of the share capital of Infina, to Derive Trading and Resorts Private Limited (“**Derive**”) and Bright Star Investments Private Limited (“**Bright Star**”) for an aggregate consideration of INR 413,35,00,450.20;
- (b) transfer of 266,321 equity shares held by the Company in Infina, representing 12.10% of the share capital of Infina, to Aryaman Jhunjunwala Discretionary Trust (“**Aryaman Trust**”), Aryavir Jhunjunwala Discretionary Trust (“**Aryavir Trust**”) and Nishtha Jhunjunwala Discretionary Trust (“**Nishtha Trust**”) for an aggregate consideration of INR 505,20,56,105.80; and
- (c) transfer of 197,870 equity shares held by the Company in Infina, representing 8.99% of the share capital of Infina, to KF Trust for an aggregate consideration of INR 375,35,54,326.00.

(collectively, the “**Proposed Transaction**”).

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by entering into the following agreements:

- (a) Share Purchase Agreement between Derive, Bright Star, Aryaman Trust, Aryavir Trust and Nishtha Trust (collectively, the “**Purchasers**”), Infina and the Company (“**Purchaser SPA**”);
- (b) Share Purchase Agreement between KF Trust, Infina and the Company (“**Promoter SPA**”); and
- (c) Shareholders’ Agreement between the Purchasers, Infina, KF Trust, Komaf Financial Services Private Limited (“**Komaf**”) and the Company (“**SHA**”).

(collectively along with any ancillary agreement, form, deed or document in relation to each of these agreements, referred to as the “**Transaction Documents**”).

The divestment committee and the audit committee of the Company and the Board, at their meetings held on March 16, 2026, and March 17, 2026, have approved and recommended the Proposed Transaction to ensure compliance with the FS Directions before March 31, 2026.

Further, upon recommendation of the audit committee of the Company at its meeting held on March 17, 2026, the Board has, subject to the approval of the Members, approved the proposed related party transaction, i.e. transfer of shares held by the Company in Infina to KF Trust and the execution of the SHA between *inter alia* KMCC, KF Trust and Komaf (“**Proposed RPT**”).

As per Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“**MBP Rules**”), no contract or arrangements or transactions exceeding 10% of the net worth of the Company or 10% of the turnover of the Company shall be entered into with a related party, except with the prior approval of the Members. The value of the transfer of shares held by the Company in Infina to KF Trust amounts to more than 10% of the net worth and the turnover of the Company. Accordingly, approval of the Members is sought by the Company for the Proposed RPT.

Set out below are the key particulars in accordance with Rule 15(3) of the MBP Rules:

- (a) Name of related party: Komaf Financial Services Private Limited and KF Trust and Infina Finance Private Limited
- (b) Name of director or key managerial personnel who is related, if any: The Proposed RPT is not with a director or KMP. Please see (c) below for further details.NA;
- (c) Nature of related party: As per Section 2(76)(iv) of the Act, KF Trust and Komaf are related parties of the Company, and therefore the Proposed RPT will constitute a related party transaction for the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement:

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- (i) The aggregate consideration of Proposed RPT is up to INR 375,35,54,326.00.
- (ii) The transaction involves transfer of shares of Infina by KMCC to KF Trust pursuant to a share purchase agreement, including customary seller representations, seller indemnities and conditions precedents, and execution of a shareholders' agreement between inter alia Komaf Financial Services Private Limited (i.e. shareholder and promoter group of Infina), KF Trust, KMCC, the purchasers (i.e., Derive, Bright Star, Aryaman Trust, Aryavir Trust and Nishtha Trust) and Infina to record their inter se rights and obligations, such as in relation to transfer of shareholding in Infina being subject to customary transfer restrictions (such as drag along right, right of first refusal and right of first offer).

The Board is of the opinion that the Proposed Transaction is in the interest of the Company and hence, recommends the resolutions set out in the notice for approval of the shareholders by way of an ordinary resolution.

Other than as set out above, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid ordinary resolution set out in the notice, .

The Transaction Documents have been made available for inspection in physical / electronic form at the Registered Office of the Company.

Place: Mumbai,
Date: March 20, 2026

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



**Arun Mathew
Compliance Officer**