

NOTICE

NOTICE is hereby given that the Twenty-Seventh Annual General meeting of the members of **Kotak Mahindra Capital Company Limited** will be held on Friday, June 24, 2022 at 5.00 p.m. at the registered office of the Company i.e. 27BKC, C-27, "G" Block, Bandra Kurla Complex, Bandra, (East), Mumbai – 400051 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, 2022 including the Audited Balance Sheet as at March 31, 2022, 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, 2022 including the Audited Balance Sheet as at March 31, 2022, 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. Dividend

- a. To confirm payment of interim dividend and
- b. To approve payment of final dividend

3. Appointment of Mr. Krishnan Venkat Subramanian, Director (DIN-00031794), 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 (6) and other applicable provisions, if any, of the Companies Act, 2013, Mr. Krishnan Venkat Subramanian, Director (DIN-00031794), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as the Director of 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

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4. Appointment of Mr. Dipak Gupta, Director (DIN-00004771), 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 (6) and other applicable provisions, if any, of the Companies Act, 2013, Mr. Dipak Gupta, Director (DIN-00004771), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as the Director of the Company.

5. To consider the appointment of Ms. Anu Aggarwal as Woman Director of the Company.

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

"RESOLVED THAT Ms. Anu Aggarwal (DIN: 07301689), who was appointed as an Additional Director with effect from June 24, 2022 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and pursuant to Article of Association of the Company and who holds office up to the date of General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the company liable to retire by rotation".

RESOLVED FURTHER THAT any of the Directors or Compliance Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary in this regard including but not limited to filing of necessary forms with Registrar of Companies and making of applications/submissions to the Regulators."

Special Business

6. TO APPROVE RE-APPOINTMENT OF MR. RAMESH SRINIVASAN, MANAGING DIRECTOR & 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 and in accordance with the provisions of Sections 196,197,198 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act") as amended from time to time, consent and approval of the members of the

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Company be and is hereby accorded to the re-appointment of Mr. Ramesh Srinivasan [DIN:02787576] as Managing Director & Chief Executive Officer of the Company on the following terms and conditions:

1. The term of re-appointment as Managing Director & Chief Executive Officer shall be for a period till July 31, 2024 with effect from 1st July 2022 to 31st July, 2024.
2. Mr. Srinivasan shall have substantial powers of management of the business and affairs of the Company subject to the superintendence, control and direction of the Board.
3. The remuneration to be paid to Mr. Srinivasan would be as follows:

Salary and Perquisites: Not exceeding Rs. 2.4 Crores p.a.

(Perquisites would be in accordance with the rules of the Company or as may be agreed between the Board and Mr. Srinivasan. Perquisites will be inclusive of the Company contribution i.e Company's contribution to provident fund, superannuation fund or annuity fund, if any)

Incentives & Increments: As may be decided by the Board or as per authority delegated by the Board during the term

Stock Options of Kotak Mahindra Bank Limited ("the Holding Company") as may be decided by the Board or as per authority delegated by the Board.

However, the total annual remuneration of Mr. Srinivasan shall not exceed the limits as determined under Section 197 read with Schedule V of the Companies Act, 2013.

All the other terms and conditions of his employment shall be governed and applicable as per the Rules of the Company;

RESOLVED FURTHER THAT In case of absence or inadequacy of profits in any financial year(s) during the tenure of the appointment of the Managing Director & CEO, Mr. Srinivasan shall be paid remuneration as specified above as minimum remuneration"

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and take such actions as may be required to give effect to this resolution including powers to sub delegate matters as permissible."

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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself and the proxy need not be a member of the Company. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
 2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
 3. Members/Proxies should fill the Attendance Slip for attending the meeting.
 4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 5. An Explanatory Statement pursuant to the Section 102 of Companies Act, 2013 with respect to the item 5 & 6 of the notice set out above is annexed hereto.
 6. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including date of the Annual General Meeting of the Company.
 7. If the final dividend on equity shares, as recommended by the Board is declared at the Meeting payment will be made to those members whose names appear on the Register of Members on June 24, 2022.
 8. A route map along with the prominent landmark is annexed with the notice and forms a part of the notice.
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Investment Banking

CIN: - U67120MH1995PLC134050

Website:-www.investmentbank.kotak.com

Email: - Arun.Mathew@kotak.com

Mumbai, Dated June 24, 2022

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 UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Pursuant to the Requirement of Section 149(1) of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to appoint at least one-woman director as company's turnover / income has crossed Rs. 300 Crore in the previous Financial Year 2021-22.

Pursuant to above requirement, the Board has approved the appointment of Ms. Anu Aggarwal (DIN: 07301689) as Additional Director on the Board to be regularized by shareholders in the General Meeting.

The company has received necessary notice under Section 160 of the Companies Act, 2013 proposing her name and candidature.

The shareholders are requested to consider and approve the appointment of Ms. Anu Aggarwal as Director by regularizing her appointment. Ms. Anu Aggarwal shall be under the category of Director liable to be retire by rotation and under non-executive director category and will not draw any remuneration from the Company.

Except Ms. Anu Aggarwal and her relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

ITEM NO.6

The Board of Directors at their meeting held on 24th June 2022 re-appointed Mr. Ramesh Srinivasan as the Managing Director & CEO of the Company for a period till July 31, 2024, commencing from 1st July, 2022 on the terms and conditions as provided in the resolution above As per Section 196 read with Section 197 and 198 of the Companies Act, 2013, Schedule V of the Companies Act, 2013 and rules framed thereunder the appointment and terms and conditions as well as remuneration is required to be approved by members of the Company.

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Details of the Director seeking reappointment as per Secretarial Standards (SS-2) issued by The Institute of Company Secretaries of India (ICSI)

1.	Name		Mr. Ramesh Srinivasan
2.	Age		58 Years
3.	Qualification		ACA, ACS, Grad CWA.
4.	4.1	Terms and conditions of re-appointment and details of remuneration sought to be paid	As mentioned in the resolution
	4.2	Remuneration Last drawn	Provided below in explanatory statement
5.	Experience		Refer STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013 below
6.	Shareholding of the Director		NIL
7.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company		NIL
8.	Date of first appointment on the Board		22nd October 2010 as WTM First appointed as Managing Director & CEO w.e.f. April 21, 2015.
9.	List of Directorship and other Directorship and membership/Chairmanship of committees of other Boards:-NIL		
	Board Meetings attended during the year	Other Directorships/ Board Committees (Numbers)	
		Directorships in other Companies	Board Committee Membership/ (Chairmanship)
07 out of 07	NIL	NIL	

STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013
I. General Information:
(i) Nature of Industry:

The Company is in the business of Investment Banking and offers the financial advisory services and capital market solutions to domestic and multinational clients across sectors. The services include Equity and Debt Capital Market issuances services, M&A Advisory, Private Equity Advisory, Restructuring and Recapitalization services, and Infrastructure Advisory.

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(ii) Date or expected date of commencement of commercial production:

N.A. The Company was incorporated on 27th July, 1995.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

N.A.

(iv) Financial performance based on given indicators - as per audited financial statements for the year ended 31st March, 2022 & 31st March, 2021:

Particulars	31 st Mar 2022 (Rs. in lakhs)	31 st Mar 2021 (Rs. in lakhs)
Gross Turnover & Other Income	43,990.77	20,221.84
Net profit as per Profit & Loss A/c (After Tax)	24,474.62	8,227.94
Net Worth	88,546.54	68,882.53

(v) Foreign investments or collaborators, if any:

Foreign Investments –

As on 31st March 2022

Kotak Mahindra (International) Limited

Rs. 718.00 Lakhs

Kotak Mahindra Inc.

Rs. 1802.90 Lakhs

II. Information about the Director:**1. Background Details****(i) Mr. Ramesh Srinivasan**

Mr. Ramesh has extensive experience in handling capital market transactions and has been closely involved in a number of landmark initiatives 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. His experience should be valuable for the Company. By qualification, Mr. S. Ramesh is ACA, ACS, Grad CWA.

(ii) Past remuneration during the financial year ended 31st March, 2022

Name of Director	31 st Mar 2022 (cr)
Mr. Ramesh Srinivasan	2.15 cr

(iii) Recognition or Awards:

The Company has recently been awarded the following awards.

Finance Asia Country Awards 2021:-

- Best Investment Bank, India
- Best ECM House, India

The Asset Triple A Country Awards 2021:-

- Best equity adviser, India
- Best IPO, India (*Deal* - Zomato US\$1.3 billion IPO)
- Best QIP, India (*Deal* - Embassy Office Parks Reit 36.80 billion rupees follow-on offering)

(iv) Job Profile and suitability:

Mr. Ramesh Srinivasan would be responsible for the business and operations of the Company, which includes Capital Markets and merger, and Acquisition advisory operations of the Company. Taking into consideration his qualifications and expertise in relevant field, and his vast experience in Investment banking, he is very suitable for the job.

(v) Remuneration proposed

The same has been covered in the AGM resolution.

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- (vi) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company and the nature of business, the profile of Mr. Ramesh Srinivasan, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

- (vii) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides managerial remuneration as mentioned above Mr. Ramesh Srinivasan, he does not have any other pecuniary relationship with the Company or relationship with the managerial personnel. Mr. Ramesh Srinivasan holds equity shares in Kotak Mahindra Bank Limited, holding Company.

- (viii) **Other Information:**

- (i) **Reasons of loss or inadequate profits:**

The Company has been making profits and is not a loss making company. However, there may be inadequate profits as Company is in the business of investment banking, where the income is cyclical. Further, there is a time gap between winning mandates for the business and receipt of fees as fees are generally success based. The receipt of fees could also be spread over different financial year/s from the time of being mandated by a client.

- (ii) **Steps taken or proposed to be taken for improvement:**

As mentioned, earlier the financial performance of the Company is greatly impacted by the state of the capital market in India and abroad. Company is geared up to capitalize on opportunities when capital markets arise.

- (iii) **Expected increase in productivity and profits in measurable terms:**

Company has a decent pipeline of mandate assignments, which should contribute to profitability on execution of these assignments during favorable capital markets conditions.



Investment Banking

The terms and conditions stated in the resolution and information given as above may be treated as an abstract of the terms of contract under Section 190 (1) of the Act

Except Mr. Ramesh Srinivasan and his relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the Resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

CIN: - U67120MH1995PLC134050

Website:-www.investmentbank.kotak.com

Email: - Arun.Mathew@kotak.com

Mumbai, Dated June 24, 2022

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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FORM No.MGT-11

Proxy Form

[Pursuant to Section 105(6) of the companies Act, 2013 and rule 19(3) of the Companies Management and Administration Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID, If any	
Folio No.	
DP ID	

I/We being the Member (s) holding _____ Equity Shares of Kotak Mahindra Capital Company Limited, hereby appoint:

1.	Name	
	Address	
	Email ID	
	Signature	

Or failing him / her

2.	Name	
	Address	
	Email ID	
	Signature	

Or failing him / her

3.	Name	
	Address	
	Email ID	
	Signature	

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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 27th Annual General Meeting of the Company scheduled to be held on Friday, June 24, 2022 at 5.00 P.M. at the Registered Office of the Company at 27BKC, "G" Block, C-27, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 and at adjournment thereof, if any in respect of resolutions as are indicated hereinafter:

Description of Resolutions	Type of Resolution	For	Against
<p>1. Adoption of Audited Financial Statements of the Company:</p> <p>a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022, 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.</p> <p>b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022, 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.</p>	Ordinary Resolution		
<p>2. Declaration of Dividend To confirm the payment of interim dividend and declare final dividend on equity shares for the financial year ended March 31, 2022</p>	Ordinary Resolution		
<p>3. Appointment of Mr. Krishnan Venkat Subramanian, Director (DIN: 00031794), who retires by rotation and being eligible, offers himself for re-appointment:</p>	Ordinary Resolution		

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4. Appointment of Mr. Dipak Gupta, Director (DIN: 00004771), who retires by rotation and being eligible, offers himself for re-appointment:	Ordinary Resolution		
5. Appointment of Ms. Anu Aggarwal as Woman Director of the Company.	Ordinary Resolution		
6. Re-appointment of Mr. Ramesh Srinivasan, Managing Director & CEO of the Company.	Special Resolution		

Notes:-

- 1) A Member may vote 'for' or 'against' each resolution. Please put a 'V' in the Box in the appropriate column either 'for' or 'against' the respective resolutions. If you leave the 'For' or 'Against' column blank in respect of any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- 3) This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 27BKC, "G" Block, C-27, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 not less than 48 hours before the commencement of the Meeting..

Sign this _____ day of _____ 2022

Signature of Shareholder:

Signature of Proxy Holder (s):

Affix
Revenue
Stamp

Kotak Mahindra Capital Company Limited

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ATTENDANCE SLIP

KOTAK MAHINDRA CAPITAL COMPANY LIMITED

CIN: U67120MH1995PLC134050

(Register Office: 27BKC, Plot No. C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai –400051, India)

(Members attending the meeting in person or by proxy are requested to complete the attendance slip and Hand it over at the entrance of the meeting room)

I/We hereby record my/ our presence at the Annual General Meeting of the Company to be held on Friday, June 24, 2022 at 5.00 P.M at 27BKC, C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

Name of Shareholder/ Proxy	
Registered Address	27BKC, Plot No. C-27, G" Block, Bandra Kurla Complex, Bandra (East), Mumbai –400051,
Folio No./Client ID	
DP ID	
No of Share held	
Day & Date	[]
Signature	

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Investment Banking

Kotak Mahindra Capital Company Ltd - Registered Office - 27 BKC

Google Maps



Plot C-27, G Block, Bandra Kurla Complex, Bandra East, G Block BKC, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra 400051

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022 4336 0120

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