

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of the Members of Kotak Mahindra Capital Company Limited ("Company") will be held at a shorter notice on Tuesday, 25th June, 2024 at 3.00 PM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses:

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, 2024 including the Audited Balance Sheet as at March 31, 2024, 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, 2024 including the Audited Balance Sheet as at March 31, 2024, 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. Declaration of Dividend

The Board of Directors have recommended a final dividend of Rs. 125 per equity shares for the Company for member's approval.

3. 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 (6) 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.

4. Appointment of Ms. Anu Aggarwal Director (DIN- 07301689), 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 (6) and other applicable provisions, if any, of the Companies Act, 2013, Ms. Anu Aggarwal, Director (DIN- 07301689), who retires by rotation and being eligible offers herself 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

F +91 22 67132445

<https://investmentbank.kotak.com>

5. Appointment of the Statutory Auditors:

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

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit & Auditor) Rules, 2014, (including any Statutory Modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, bearing Registration Number-117366W/W-100018, who have indicated their consent to be reappointed as auditors of the Company and are eligible to be so reappointed, be and are hereby reappointed as Statutory Auditors of the Company for a period of five years to hold office from conclusion of the 29th Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors of the Company from time to time".

SPECIAL BUSINESS**6. To consider the appointment of Ms. Shanti Ekambaram 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 approval by the Board of Directors of the Company, Ms. Shanti Ekambaram (DIN: 00004889), who was appointed as an Additional Director of the Company effect from May 29, 2024 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."



Investment Banking

CIN: U67120MH1995PLC134050

Website: www.investmentbank.kotak.com

Email: - arun.mathew@kotak.com

Mumbai, Dated June 24, 2024

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

SD/-

Compliance Officer

Kotak Mahindra Capital Company Limited

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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. 4 and 5 of the Notice is annexed hereto.

2. The Members are requested to follow the below 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.

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.

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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act")

ITEM NO.6

Ms. Shanti Ekambaram, Deputy Managing Director at Kotak Mahindra Bank oversees Treasury, 811 and corporate functions including Human Resources, Group Marketing & Corporate Communications, Public Affairs, Vigilance, and Financial Inclusion. Shanti is part of the Bank's Group Management Council that drives Kotak Mahindra Group's growth charter.

Shanti has been associated with Kotak Mahindra Group for over 30 years and has been responsible for successfully setting up and running several business units.

Prior to her current role, Shanti led the Consumer Banking business at Kotak Mahindra Bank from April 2014 to May 2022.

Under her leadership, Kotak's savings accounts base grew at an exemplary pace, probably the fastest in the Indian banking industry. Simultaneously, the focus of the business was on judiciously growing the retail loan book, both secured and unsecured. In addition, the consumer banking business drove its digital agenda across customer acquisition, customer adoption of banking, payments & e-commerce transactions, enhancing customer experience and deepening engagement.

Prior to this, Shanti was President - Corporate & Investment Banking for 11 years till April 2014, where she was responsible for ensuring delivery of comprehensive advisory and financial solutions to leading Indian Corporates, Public Sector Undertakings, Financial Institutions, Multinationals and the Government. Shanti was also Executive Director and CEO of Kotak Investment Banking earlier and, along with her team, steered the firm to a position of market leadership. She established a franchise recognised for executing innovative deals, including pioneering the first book-built IPO in India, which ushered global standards in the Indian capital markets. Shanti has rich and varied experience across retail and wholesale banking.

Before joining Kotak Mahindra Group, Shanti had a short stint with Bank of Nova Scotia - the Canadian International Bank, with their corporate banking and treasury division.

Shanti is on the board of Indian Institute of Management – Bangalore (IIM-B). She was a member of the FICCI National Committee on Banking for 2021-22.

Business Today, one of India's leading business magazines, has recognised Shanti as one of the 'Most Powerful Women in Indian Business' from 2013-2017, in 2019 and in 2020. Fortune India has featured Shanti as one of the 50 Most Powerful Women in Business in India from 2016-2020. Shanti received the "CA Business Leader" award from the Institute of Chartered Accountants of India in the "Large Corporate – BFSI" category in 2020 and was also named "CA Woman Business Leader" in 2013. Further, the Ladies' Wing of the IMC Chamber of Commerce and Industry recognised Shanti as "Woman of the Year 2013-14 in Banking and Financial Services. She was listed by ET x Femina among the Promising Women Leaders of India 2022.

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Shanti is a certified Chartered Accountant and Cost Accountant.

Shanti is a philanthropist at heart and has been supporting several NGOs. She is a regular participant at various marathons in the country, and has raised pledges for causes close to her heart through the Mumbai Marathon for the past several years. She was recognised as the Highest Individual Woman Pledge Raiser in 2011 and 2016, and the Second Highest Individual Pledge Raiser in the Corporate Challenge category in 2013, 2014 and 2015. She has also been recognised as the highest fundraising change champion for SOPAN at the Mumbai Marathon 2017, and as a Change Icon at the Mumbai Marathon 2018, 2019 and 2020.

In order to have adequate representation of the operating management of the holding company Kotak Mahindra Bank (the Bank), the Subsidiary Oversight and Governance Committee of the Board of the Bank has, on May 2, 2024, approved nomination of Ms. Ekambaram, Deputy Managing Director of the Bank, for her appointment as a Director on the Board of Kotak Mahindra Capital Company Limited.

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

Ms. Ekambaram is not related to any Director or any Key Managerial Personnel of the Company. Pursuant to Section 152 of the Act, if the appointment of Ms. Ekambaram is approved by the Members, she would be liable to retire by rotation.

Except for Ms. Ekambaram and her relatives, none of the other Directors, 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.

Your directors recommend the passing of the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the 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	Ms. Shanti Ekambaram
DIN	00004889
Age	61 years
Qualification	B. Com, ACA, Grad CWA
Brief details, nature of expertise in specific functional area and experience	<p>Shanti Ekambaram, Deputy Managing Director at Kotak Mahindra Bank oversees Treasury, 811 and corporate functions including Human Resources, Group Marketing & Corporate Communications, Public Affairs, Vigilance, and Financial Inclusion. Shanti is part of the Bank's Group Management Council that drives Kotak Mahindra Group's growth charter.</p> <p>Shanti has been associated with Kotak Mahindra Group for over 30 years and has been responsible for successfully setting up and running several business units.</p> <p>Prior to her current role, Shanti led the Consumer Banking business at Kotak Mahindra Bank from April 2014 to May 2022.</p> <p>Under her leadership, Kotak's savings accounts base grew at an exemplary pace, probably the fastest in the Indian banking industry. Simultaneously, the focus of the business was on judiciously growing the retail loan book, both secured and unsecured. In addition, the consumer banking business drove its digital agenda across customer acquisition, customer adoption of banking, payments & e-commerce transactions, enhancing customer experience and deepening engagement.</p> <p>Prior to this, Shanti was President - Corporate & Investment Banking for 11 years till April 2014, where she was responsible for ensuring delivery of comprehensive advisory and financial solutions to leading Indian Corporates, Public Sector Undertakings, Financial Institutions, Multinationals and the Government. Shanti was also Executive Director and CEO of Kotak Investment Banking earlier and, along with her team, steered the firm to a position of market leadership. She established a franchise recognised for executing innovative deals, including pioneering the first book-built IPO in India, which ushered global standards in the Indian capital markets. Shanti has rich and varied experience across retail and whole sale banking.</p> <p>Before joining Kotak Mahindra Group, Shanti had a short stint with Bank of Nova Scotia - the Canadian International Bank, with their corporate banking and treasury division.</p>

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Name of the Director	Ms. Shanti Ekambaram
	<p>Shanti is on the board of Indian Institute of Management – Bangalore (IIM-B). She was a member of the FICCI National Committee on Banking for 2021-22.</p> <p>Business Today, one of India's leading business magazines, has recognised Shanti as one of the 'Most Powerful Women in Indian Business' from 2013-2017, in 2019 and in 2020. Fortune India has featured Shanti as one of the 50 Most Powerful Women in Business in India from 2016-2020. Shanti received the "CA Business Leader" award from the Institute of Chartered Accountants of India in the "Large Corporate – BFSI" category in 2020 and was also named "CA Woman Business Leader" in 2013. Further, the Ladies' Wing of the IMC Chamber of Commerce and Industry recognised Shanti as "Woman of the Year 2013-14 in Banking and Financial Services. She was listed by ET x Femina among the Promising Women Leaders of India 2022.</p> <p>Shanti is a certified Chartered Accountant and Cost Accountant.</p> <p>Shanti is a philanthropist at heart and has been supporting several NGOs. She is a regular participant at various marathons in the country, and has raised pledges for causes close to her heart through the Mumbai Marathon for the past several years. She was recognised as the Highest Individual Woman Pledge Raiser in 2011 and 2016, and the Second Highest Individual Pledge Raiser in the Corporate Challenge category in 2013, 2014 and 2015. She has also been recognised as the highest fundraising change champion for SOPAN at the Mumbai Marathon 2017, and as a Change Icon at the Mumbai Marathon 2018, 2019 and 2020.</p>
Number of Board Meetings attended during the FY 2023-24	Not Applicable
Terms and Conditions of appointment including remuneration sought to be paid	The appointment of Ms. Ekambaram (DIN: 00004889) as the Non-Executive Director with effect from May 29, 2024 and is liable to retire by rotation.
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	
Directorships /	Kotak Mahindra Bank Limited
Memberships /	<ul style="list-style-type: none"> - CSR & ESG Committee (member); - Stakeholders Relationship Committee (member);

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Name of the Director	Ms. Shanti Ekambaram
Chairmanships of Committees in other companies / Positions in other entities	<ul style="list-style-type: none">- Management Committee (member);- ESOP Allotment Committee (member);- Committee on Derivative Products (member)
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None

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