

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Kotak Mahindra Capital Company Limited will be held on Tuesday, September 7, 2021 at 5 P.M. via video conferencing. The venue of the meeting shall be deemed to be the Registered Office of the Company at 27BKC, C-27, “G” Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 to transact the following businesses:

ITEM No.-1– APPOINTMENT OF MR. MR. JAYASANKAR VENKATARAMAN AS DIRECTOR AND WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as **SPECIAL RESOLUTIONS**:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company, Mr. Jayasankar Venkataraman (DIN: 0009227799), who was appointed as an additional director and designated as a Whole-Time Director by the Board of Directors of the Company at their meeting held on July 23, 2021 and who holds office as such up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as “the Act”) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, approval of the member be and is hereby accorded to the appointment of Mr. Jayasankar Venkataraman (DIN: 0009227799) as Whole Time Director of the Company also functioning in a professional capacity as per Item (B) of section II of schedule V of the Act commencing from July 23, 2021 to July 22, 2024 (both days inclusive) and for payment of remuneration and as per the terms and conditions set out below:

Mr. Jayasankar Venkataraman shall have substantial powers of management of the business and affairs of the Company subject to the superintendence, control and direction of the Board.

The remuneration to be paid would be as follows:

Salary and Perquisites: Not exceeding Rs.1.92 crores per annum.

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

Increments to Salary and Perquisites: As may be decided by the board of directors or as it may delegate

Annual Financial Year Performance Incentives: As may be decided by the Board of directors or as it may delegate.

Stock Options of Kotak Mahindra Bank Limited ("the Holding Company") as may be determined by board of directors or as it may delegate from time to time;

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

RESOLVED FURTHER THAT the above remuneration (including perquisites) shall be paid to Mr. Jayasankar as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company provided the total annual remuneration of Mr. Jayasankar shall not exceed the limits as prescribed under Companies Act, 2013 read along with relevant rules, circulars and notifications as amended or issued from time to time;

RESOLVED FURTHER THAT the Board of Directors including committee/persons to whom powers are delegated be and are authorised to do all acts, things, matters and execute all papers, documents and agreements as may be required to give effect the resolution or matters incidental to it “

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

**Place: Mumbai,
Date : July 23,2021**

**Ajay Vaidya
Company Secretary**

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular 10/2021 dated June 23,2021,General Circulars No. 14/2020 dated 8th April 2020, No.17 / 2020 dated 13th April 2020, No.22 / 2020 dated 15.06.2020, No. 33 / 2020 dated 28.09.2020, and No. 39/2020 dated 31.12.2020 (collectively referred to as “MCA Circulars”) permitted convening an Extra Ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company
2. Generally, a member entitled to attend and vote at 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. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not attached
3. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
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 at the EGM. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
5. For any assistance in joining the meeting you may contact company secretary at 9820239884 or ajay.vaidya@kotak.com. Members can join the meeting commencing 15 minutes before the scheduled time of the meeting.
6. In case of a poll member would be required to convey their vote by sending an email from their registered emails to ajay.vaidya@kotak.com

PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice and as per section 190 of the Companies Act,1956 will be available electronically for inspection by the members. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to ajay.vaidya@kotak.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Board of Directors at their meeting held on July 23,2021 appointed Mr. Jayasankar Venkataraman as an additional Director and then as a Whole Time Director of the Company for a period commencing from July 23,2021 to July 22,2024 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 and rules framed thereunder the appointment and terms and conditions as well as remuneration is required to be approved by members of the Company.

The Members are informed that the proposed remuneration of Mr. Jayasankar Venkataraman would be as provided in Schedule V of the Companies Act.

Accordingly, the approval of the Members of the Company is sought for appointment and payment of remuneration to Mr. Jayasankar Venkataraman as mentioned in the Resolutions as set out in the Item No. 1 of the EGM Notice.

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

The Board recommends the passing of the Resolution set out at Item No.1 of the Notice.

DISCLOSURES AS REQUIRED UNDER SECRETARIAL STANDARD- 2

1.	Name		Mr. Jayasankar Venkataraman
2.	Age		55 Years
3.	Qualification		Engineer (IIT, Madras) and MBA (IIM, Bengaluru)
4.	4.1	Terms and conditions of appointment and details of remuneration sought to be paid	As mentioned in the resolution
	4.2	Remuneration Last drawn	NIL AS DIRECTOR
5.	Experience		Refer STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013
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	July 23,2021
9.	List of Directorship and other Directorship and membership/Chairmanship of committees of other Boards	
	Board Meetings attended during the year	Other Directorships/ Board Committees (Numbers)
		Directorships in other Companies
		Board Membership/ (Chairmanship)
	NIL	NIL

STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information:

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(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, M&A Advisory, Private Equity Advisory, Restructuring and Recapitalization services, and Infrastructure Advisory.

(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, 2021 & 31st March, 2020:**

Particulars	31st Mar 2021 (Rs. in lakhs)	31st Mar 2020 (Rs. in lakhs)
Gross Turnover & Other Income	21,078.51	23,606.50
Net profit as per Profit & Loss A/c (After Tax)	7864.10	7,338.98

Foreign investments or collaborators, if any:

Foreign Investments – As on 31st Mar 2021

Kotak Mahindra (International) Limited	Rs. 718.00 Lakhs
Kotak Mahindra Inc.	Rs. 343.78 Lakhs

II. Information about the Director:

1. Background Details

(i) Mr. Jayasankar Venkataraman

Jayasankar has been with Kotak Mahindra Group for about 25 years. He has worked in diverse areas within investment bank encompassing Capital Markets, Private Equity and M&A. As the Head of Equity Capital Markets, Jayasankar has worked on several pioneering and industry-defining transactions such as first book built issue in India and REITs that have helped strengthen Kotak Investment Banking's leadership position in the industry.

Jayasankar Venkataraman is an Engineer (IIT, Madras) and MBA (IIM, Bengaluru) with total work experience of 30 years in financial advisory services.

(ii) Past remuneration during the financial year ended 31st March, 2021

Name of Director	31st Mar 2021 (Lakhs)
Mr. Jayasankar Venkataraman	NIL AS DIRECTOR

(ii) Recognition or Awards:

The Company has won the following recognition in the recent past

- . Best India Deal - Embassy Office REIT US\$690 million at FinanceAsia Achievement Awards
- Best Securities House in India in Asiamoney's 2019 Best Securities Houses in Asia Awards
- The Asset Triple A Country Awards 2019 –
 - Best Equity Advisor, India
 - Best M&A Advisor, India
 - Best IPO, India for Embassy Office Parks REIT US\$688 million IPO
 - Best QIP, India, for Godrej Properties US\$302 million QIP
 - Best rights issue, India, for Vodafone Idea's US\$3.6 billion rights issue

(iii) Job Profile and suitability:

Mr. Jayasankar Venkataraman as Whole Time Director would be responsible for the business and operations of the Company within investment bank encompassing Capital Markets, Private Equity etc. Jayasankar has advised and raised equity finance for several companies belonging to marquee conglomerate groups such as Aditya Birla, Godrej, HDFC, Reliance, Mahindra & Mahindra, State Bank, Tata, among others. Taking into consideration his qualifications and expertise in relevant field, and his vast experience in Investment banking, Mr. V Jayasankar is very suitable for the job.

(iv) Remuneration proposed

The same has been covered in the EGM resolution.

(v) 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. Jayasankar Venkataraman, the responsibilities shouldered by them 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.

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

Besides managerial remuneration of Mr. Jayasankar Venkataraman he does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

(III) Other Information:

(i) Reasons of loss or inadequate profits:

N.A.

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

N.A

(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. However due to COVID-19 pandemic the performances of the Company could be adversely impacted.

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

**Place: Mumbai,
Date: July 23,2021**

**Ajay Vaidya
Company Secretary**

Kotak Mahindra Capital Company Limited

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