



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 Thursday, 19th February, 2026 at 3.30 PM through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following businesses:

SPECIAL BUSINESS

1. **To consider the re-appointment and re-designation of Mr. Jayasankar Venkataraman, Managing Director of the Company.**

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

“RESOLVED 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 for the re-appointment of Mr. Jayasankar Venkataraman [DIN: 09227799] as the Managing Director of the Company functioning in a professional capacity as per Item (B) of Section II of Schedule V of the Act, commencing with effect from April 1, 2026 i.e., up to March 31, 2029 (both days inclusive) and for payment of remuneration and as per the terms and conditions set out below:

- 1) The term of Re-appointment as Managing Director shall be with effect from April 1, 2026 up to March 31, 2029.
- 2) 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.
- 3) The remuneration to be paid would be as follows:

Salary and Perquisites: Not exceeding Rs.8.15 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's perquisites will be inclusive of the Company contribution i.e., Company's contribution to provident fund, superannuation fund or annuity fund, if any).

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC 134050

Registered Office:

27BKC

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

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Annual Increments: As may be decided by the Board of Directors or as it may delegate from time to time.

Annual Performance Incentives: As may be decided by the Board of Directors or as it may delegate and shall be over and above the salary and perquisites limit.

Stock Options and Stock Appreciation Rights 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 and shall be over and above the salary and perquisites limit.

"RESOLVED FURTHER that consent and approval of the members be and is hereby accorded for the re-designation of Mr. Jayasankar Venkataraman [DIN: 09227799] as Managing Director & Deputy CEO of the Company."

RESOLVED FURTHER that all the other terms and conditions of his employment shall be governed and 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.

RESOLVED FURTHER that any one of the Director(s) or the Compliance Officer of the Company be and are hereby authorized to take all the necessary steps, and to do necessary acts, deeds, things as may be required to give full effect to the resolution."



2. To consider the re-appointment of Mr. Sourav Mallik, Managing Director & Deputy CEO of the Company.

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

“RESOLVED 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, consent and approval of the members be and is hereby accorded for the re-appointment of Mr. Sourav Mallik [DIN:07152812] as Managing Director & Deputy CEO of the Company functioning in a professional capacity as per Item (B) of Section II of Schedule V of the Act, commencing with effect from June 1, 2026 to May 31, 2029 (both days inclusive) and for payment of remuneration and as per the terms and conditions set out below:

- 1) The term of Re-appointment as Managing Director & Deputy CEO shall be with effect from June 1, 2026.
- 2) Mr. Sourav Mallik 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 would be as follows:

Salary and Perquisites: Not exceeding Rs. 8.02 Crores per annum.

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

Annual Increments: As may be decided by the board of directors from time to time.

Annual Performance Incentives: As may be decided by the Board of directors or as it may delegate and shall be over and above the salary and perquisites limit.

Stock Options and Stock Appreciation Rights 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 and shall be over and above the salary and perquisites limit.

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“RESOLVED FURTHER that all the other terms and conditions of his employment shall be governed and applicable as per the Rules of the Company.

“RESOLVED FURTHER that the above remuneration (including perquisites) shall be paid to Mr. Mallik as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company.

“RESOLVED FURTHER that for the purpose of giving effect to this resolution, any one of the Directors or the Compliance Officer be and are hereby authorized to do all such acts, deeds, matters and things, as it may in their absolute discretion deem necessary, proper or desirable to give effect to this resolution.

CIN: U67120MH1995PLC134050

Website: www.investmentbank.kotak.com

Email: - arun.mathew@kotak.com

Mumbai, Dated January 29, 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


Compliance Officer
Arun Mathew

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 special business set out at item no. 1 and 2 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.

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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-January 29, 2026

By Order of the Board of Directors

For Kotak Mahindra Capital Company Limited



Compliance Officer



ARUN MATHEW

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Board of Directors at their meeting held on 19th January 2026 re-appointed and re-designated Mr. Jayasankar Venkataraman as the Managing Director & Deputy CEO of the Company for a period of 3 (three) years commencing from April 1, 2026 up to March 31, 2029 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 him as mentioned in the Resolution as set out in Item No. 1 of the EGM Notice.

None of the directors 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 Special Resolution set out at Item No.1 of the Notice.

DISCLOSURES AS REQUIRED UNDER SCHEDULE V AND SECRETARIAL STANDARD- 2

| | | | |
|----|--|---|--|
| 1. | Name | | Mr. Jayasankar Venkataraman |
| 2. | Age | | 59 years |
| 3. | Qualifications | | 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 | Rs. 760.79 lakhs |
| 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 |

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| | | | |
|----|---|---|--|
| 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 Committee Membership/ (Chairmanship) |
| | 04 out of 09 | 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 financial advisory services and capital market solutions to domestic and multinational clients across sectors. The services include Equity Capital Market issuances and M&A 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) Performance of the Company in the last 5 years

| Particulars | 31 st Mar 2025 (Rs. in lakhs) As per financial prepared for KMBL consolidation | 31 st Mar 2024 (Rs. in lakhs) As per financial prepared for KMBL consolidation | 31 st Mar 2023 (Rs. in lakhs) As per financial prepared for KMBL consolidation | 31 st Mar 2022 (Rs. in lakhs) As per financial prepared for KMBL consolidation | 31 st Mar 2021 (Rs. in lakhs) As per financial prepared for KMBL consolidation |
|-------------------------------|---|---|---|---|---|
| Gross Turnover & Other Income | 66,915.80 | 43,168.26 | 32,392.78 | 43,990.77 | 20,221.84 |

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| | | | | | |
|---|------------|------------|------------|-----------|-----------|
| Net profit as per Profit & Loss A/c (After Tax) | 36,063.15 | 21,500.87 | 14,927.82 | 24,474.62 | 8,227.94 |
| Net Worth | 163,019.47 | 118,102.93 | 100,038.21 | 88,546.54 | 68,882.53 |

(v) Foreign investments or collaborators, if any:

Foreign Investments –

As on 31st Mar 2025

| | |
|--|-------------------|
| Kotak Mahindra (International) Limited | Rs. 718.00 Lakhs |
| Kotak Mahindra Inc. | Rs. 1802.90 Lakhs |

II. Information about the Director:

Background Details

(i) Mr. Jayasankar Venkataraman

Mr. Jayasankar Venkataraman is a Managing Director & Member of the Board at Kotak Investment Banking. He has been with Kotak Mahindra Group for 30+ years. He has worked in diverse areas within investment bank encompassing Capital Markets, Private Equity, and M&A. He has advised and raised equity for several companies belonging to marquee conglomerate groups such as Reliance, Aditya Birla, Godrej, HDFC, Mahindra & Mahindra, State Bank, Tatas, among others.

Mr. Venkataraman is a B. Tech from IIT, Madras and PGDBM from IIM, Bangalore.

(ii) Past remuneration during the financial year ended 31st March, 2025

| Name of Director | 31 st Mar 2025 (Lakhs) |
|-----------------------------|-----------------------------------|
| Mr. Jayasankar Venkataraman | 760.79 |

(ii) Recognition or Awards:

The information is already covered in the section “Information about the Director”.

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(iii) Job Profile and suitability:

Mr. Venkataraman has been with Kotak Mahindra Group since 1994. He has worked in diverse areas within investment bank encompassing capital markets, private equity, and M&A. He has advised and raised equity for several companies belonging to marquee conglomerate groups such as Reliance, Aditya Birla, Godrej, HDFC, Mahindra & Mahindra, State Bank, Tatas, among others.

Mr. Venkataraman is a capital markets veteran and has been instrumental in Kotak Investment Banking establishing leadership role in ECM business across IPOs, qualified institutions placements and other modes of fund raising. Under his leadership, Kotak Investment Banking's equity business has been consistently ranked No. 1 in various league tables.

(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 him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterparts in other companies.

(vi) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, 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.

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(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 upon execution of these assignments during favorable capital markets conditions.

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ITEM NO.2

The Board of Directors at their meeting held on 19thJanuary 2026 re-appointed Mr. Sourav Mallik as the Managing Director & Deputy CEO of the Company for a period commencing from June 1, 2026 to May 31, 2029 (both days inclusive) 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. Sourav Mallik is within the limits provided in Schedule V of the Companies Act.

Accordingly, the approval of the Members of the Company is sought for Re-appointment and payment of remuneration to him as mentioned in the Resolution as set out in Item No. 2 of the EGM Notice.

None of the directors of your Company and their relatives except Mr. Sourav Mallik is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the passing of the Special Resolution set out at Item No.2 of the Notice.

DISCLOSURES AS REQUIRED UNDER SECRETARIAL STANDARD- 2

| | | | |
|---|---|--|--|
| 1. | Name | | Mr. Sourav Mallik |
| 2. | Age | | 55 Years |
| 3. | Qualification | | PDGM IIM A, BE IIT DELHI |
| 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 | Rs. 818.68 lakhs |
| 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 | | 21 st April, 2015 |
| 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 Committee Membership/(Chairmanship) |
| 09 out of 09 | | NIL | NIL |

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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 financial advisory services and capital market solutions to domestic and multinational clients across sectors. The services include Equity Capital Market issuances and M&A 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) Performance of the Company in the last 5 years

| Particulars | 31 st Mar 2025 (Rs. in lakhs) As per financial prepared for KMBL consolidation | 31 st Mar 2024 (Rs. in lakhs) As per financial prepared for KMBL consolidation | 31 st Mar 2023 (Rs. in lakhs) As per financial prepared for KMBL consolidation | 31 st Mar 2022 (Rs. in lakhs) As per financial prepared for KMBL consolidation | 31 st Mar 2021 (Rs. in lakhs) As per financial prepared for KMBL consolidation |
|---|---|---|---|---|---|
| Gross Turnover & Other Income | 66,915.80 | 43,168.26 | 32,392.78 | 43,990.77 | 20,221.84 |
| Net profit as per Profit & Loss A/c (After Tax) | 36,063.15 | 21,500.87 | 14,927.82 | 24,474.62 | 8,227.94 |
| Net Worth | 163,019.47 | 118,102.93 | 100,038.21 | 88,546.54 | 68,882.53 |

(v) Foreign investments or collaborators, if any:

| Foreign Investments – | As on 31 st Mar 2025 |
|--|---------------------------------|
| 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. Sourav Mallik**

Mr. Sourav Mallik, Managing Director & Deputy CEO and a Member of the Board of Directors at Kotak Investment Banking, has played a pivotal role in spearheading the investment banking business of the firm. He has been associated with Kotak since 1999.

Sourav brings to bear a multi-disciplinary background, being an Engineer (IIT, Delhi) and MBA (IIM, Ahmedabad) with an M&A and Advisory services experience of over 28 years in investment banking. Sourav is widely quoted and interviewed in the Indian media on topics related to M&A.

Prior to joining Kotak Investment Banking, Sourav was with Prime Securities Limited, a boutique investment bank, as a part of their corporate finance practice.

(ii) Past remuneration during the financial year ended 31st March, 2025

| Name of Director | 31 st Mar 2025 (Lakhs) |
|-------------------|-----------------------------------|
| Mr. Sourav Mallik | Rs.818.68 |

(iii) Recognition or Awards:

The information is already covered in the Section “Information about the Director.

(iv) Job Profile and suitability:

Mr. Sourav Mallik as Managing Director & Deputy CEO would be responsible for the business and operations of the Company which including 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, Mr. Sourav Mallik is very suitable for the job.

(v) Remuneration proposed

The same has been covered in the EGM 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. Sourav Mallik, 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 counterparts in other companies.

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

Besides managerial remuneration of Mr. Sourav Mallik, 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:

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

Except Mr. Jayasankar Venkataraman and Mr. Sourav Mallik and their relatives, none of the Directors, or their relatives, is concerned or interested financially or otherwise in the Resolution.

The Board recommends the Special Resolution set out at Item No.1 and 2 of the Notice for approval by the Shareholders.

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



Arun Mathew
Compliance Officer

**Place: Mumbai,
Date: January 29, 2026**

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