

October 28, 2025

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Subject: Submission of Notice of Extra Ordinary General Meeting dated November 20, 2025

Dear Sir/Madam,

Pursuant to Regulation 50 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the EGM 1/2025-26 Extra Ordinary General Meeting (EGM) of the Company shall be held at 11.00 am (IST) on Thursday, November 20, 2025 via video conferencing.

A copy of notice of the said EGM of the Company, is enclosed herewith for your ready reference.

The above intimation shall be uploaded on the website of the Company and will be available at <https://www.kmil.co.in/>

Kindly acknowledge receipt and take the same on record please.

For Kotak Mahindra Investments Limited

Rajeev Kumar
Company Secretary & Compliance officer
Membership No: ACS 15031

NOTICE is hereby given that the Extra-ordinary General Meeting (EGM 1/2025-26) of the members of Kotak Mahindra Investments Limited will be held at 11:00 A.M. on Thursday, November 20, 2025, via video conferencing to transact the following business:

Special Business:

Item No. 1:

APPOINTMENT OF MS. ARUNA KRISHNAMURTHY RAO (DIN: 06986715) AS A DIRECTOR AND AN INDEPENDENT DIRECTOR 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 Ms. Aruna Krishnamurthy Rao (DIN: 06986715), who was appointed as an Additional Director and an Independent Director of Kotak Mahindra Investments Limited (“Company”), with effect from September 19, 2025, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, proposing his candidature for the office of a Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 62D and 62N and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any 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 and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval by the Board of Directors of the Company, the appointment of Ms. Aruna Krishnamurthy Rao as an Independent Director of the Company, for a period of three years, with effect from September 19, 2025 upto September 18, 2028 (both days inclusive), be and is hereby approved and that during her tenure as an Independent Director, Ms. Rao shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

RESOLVED FURTHER that the Board of Directors / Official(s) of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By order of the Board of Directors
For Kotak Mahindra Investments Limited**

**Rajeev Kumar
Company Secretary & Compliance Officer
Membership No. – ACS 15031**

Date: October 17, 2025

Registered Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051

Website: <https://www.kmil.co.in/>

CIN: U65900MH1988PLC047986

Notes:

1. The Ministry of Corporate Affairs ("MCA"), Government of India has, vide General Circular No. 03/2025 dated September 22, 2025 and 9 / 2024 dated September 19, 2024 read together with General Circular No. 14 / 2020 dated April 8, 2020, General Circular No. 17 / 2020 dated April 13, 2020 and General Circular No. 20 / 2020 dated May 5, 2020 ("MCA Circulars"), permitted companies to hold general meetings through Video Conferencing ("VC") or Other Audio Visual Means up to further order, without physical presence of the members at a common venue. Accordingly, the Extra-Ordinary General Meeting ("EGM") of the members of Kotak Mahindra Investments Limited ("Company") is being held through VC.

2. **The Members are requested to follow the below mentioned instructions:**

I. Participation

- a) Pursuant to the aforementioned general circulars, the physical presence of the Members has been dispensed with and therefore the appointment of Proxy(ies) is not permitted. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting. The Corporate Shareholders proposing to participate at the meeting through their representative, may forward, the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to kumar.rajeev@kotak.com before the commencement of the meeting.
- b) Join Zoom Meeting

<https://us02web.zoom.us/j/2114449976?pwd=ZndlTUdkNGdTY3pqU1BDY3h2MHJWQT09>

Meeting ID: 211 444 9976
Password: KMIL@meet5
- c) For ease of participation of the Members, during the meeting, members may raise questions by raising hand during the meeting. The Members may also, before the meeting, submit the questions through e-mail to kumar.rajeev@kotak.com
- d) On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using above Dial-in details prior to the start of the meeting.
- e) In case any member requires assistance for using the aforementioned Dial-in before or during the meeting, you may call the Helpline No. 9819669984.
- f) 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.

II. Voting

- a) In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.

- b) On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: kumar.rajeev@kotak.com stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using the Symbol 'V'

Item no. of the Agenda	Assent	Dissent
Special Business		
	✓	

Example 2: Using the no. of Shares held

Item no. of the Agenda	Assent	Dissent
Special Business		
	10	

III. Other Instructions:

- a) **Members are requested to address all their communications through their registered e-mail id only.**
 - b) The recorded transcript of the meeting shall be available on the website: <https://www.kmil.co.in/> post conclusion of the meeting by November 22, 2025.
 - c) The notice shall also available on the website of the Company at <https://www.kmil.co.in/>.
 - d) In case of any doubts or clarifications, the members are requested to contact Mr. Rajeev Kumar, Company Secretary and Compliance Officer through email: kumar.rajeev@kotak.com.
 - e) The documents related to matters set out in the notice can be requested via email by writing to Mr. Rajeev Kumar, Company Secretary and Compliance Officer at: kumar.rajeev@kotak.com on all working days up to and including the date of the meeting.
3. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the items of the special business to be transacted at the EGM is annexed hereto and forms part of this Notice.
 4. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
 5. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

EXPLANATORY STATEMENT

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to Item No. 1 of the accompanying Notice dated October 17, 2025.

Item No. 1

With a view to augment the composition of the Board of Directors of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on September 19, 2025, considered and appointed Ms. Aruna Krishnamurthy Rao (DIN: 06986715) as an Additional Director and an Independent Director of the Company, not liable to retire by rotation, for a term (first term) of three years from September 19, 2025 upto September 18, 2028 (both days inclusive), subject to approval of the members of the Company.

Ms. Rao has over 35 years' experience in leading and building capability in the Information Technology industry. Her experience includes as Chief Technology Officer for Kotak Mahindra Bank Limited (Kotak) for over a decade till 2019. Before her engagement with Kotak, Ms. Rao worked with Polaris Software / Intellect. She also had stint of over 10 years at Citigroup. Having set up businesses, led M&A and guided an organization in going public, she brings sharp insight on strategy, execution, stakeholder management, risk and regulatory matters. She serves as Independent Director and Technology Advisor for organisations in the Banking and Financial Services sector. Ms. Rao holds a B. Sc degree from St. Xaviers College, Ahmedabad, an MBA degree from Gujarat University and a Master's degree in Computer Information Systems from the University of Maryland, USA.

A detailed profile is given in Annexure-1 as per the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Ms. Rao for the office of Director. The Nomination and Remuneration Committee and the Board of Directors have determined that Ms. Rao is a fit and proper person to hold the office as an Independent Director of the Company, as per the norms prescribed by the Reserve Bank of India. She has also given a declaration to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("Act") read with the applicable rules under the Act ("Rules") and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, and that she is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. Ms. Rao has given his consent to act as a Director of the Company.

The Board has assessed the said declarations and other documents furnished by Ms. Rao and, based on the same, has opined that she fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for her appointment as an Independent Director and that she is independent of the Management of the Company.

The Board of Directors of the Company are of the view that Ms. Rao possesses and has the requisite skills and capabilities, stated above, required for the role of an Independent Director of the Company. In the opinion of the Board of Directors, the said director fulfils the conditions specified under the Act for appointment as an Independent Director.

Given the skills, experience and expertise of Ms. Rao, the Board considers it desirable and in the interest of and immense benefit to the Company to appoint her as an Independent Director, and accordingly, recommends the appointment of Ms. Rao as a Director and an Independent Director, as

proposed in the resolution set out in the Notice, for the approval by the Members, in compliance with the applicable provisions of law.

Accordingly, in terms of Section 149, 152 read with Schedule IV of the Companies Act, 2013 and Regulation 62D of SEBI Listing Regulations, Resolution at Item No. 1 seeks to obtain the Members approval for the appointment of Ms. Aruna Krishnamurthy Rao as an Independent Director of the Company.

Ms. Rao is not related to any Director or any Key Managerial Personnel of the Company.

Except for Ms. Rao and her relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 1 of the accompanying Notes.

Regulation 62D of SEBI Listing Regulations, stipulates that approval of shareholders for appointment of a person on the Board of Directors by a listed entity, is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 62N of the SEBI Listing Regulations, the appointment of an independent director shall be subject to the approval of shareholders by way of a special resolution. Keeping in view the above referred provisions, approval of the members for the appointment of Ms. Aruna Rao as an Independent Director for a term (first term) of three years from September 19, 2025 upto September 18, 2028 (both days inclusive) is sought for the above by means of a Special Resolution.

The Directors recommend the Resolution set out at Item No. 1 for the approval of the Members.

(Annexure-1)

The details of Director:

(Pursuant to Secretarial Standard 2 on General Meetings) Name of the Director	Ms. Aruna Krishnamurthy Rao			
DIN	06986715			
Age	66 years			
Qualification	Ms. Rao holds a B. Sc degree from St. Xaviers College, Ahmedabad, an MBA degree from Gujarat University and a Master’s degree in Computer Information Systems from the University of Maryland, USA.			
Brief details and Nature of Expertise in specific functional area	Ms. Rao has over 35 years’ experience in leading and building capability in the Information Technology industry. Her experience includes as Chief Technology Officer of Kotak Mahindra Bank Limited (Kotak) for over a decade till 2019. Before her engagement with Kotak, Ms. Rao worked with Polaris Software / Intellect. She also had stint of over 10 years at Citigroup. Having set up businesses, led M&A and guided an organization in going public, she brings sharp insight on strategy, execution, stakeholder management, risk and regulatory matters. She serves as Independent Director and Technology Advisor for organisations in the Banking and Financial Services sector.			
Number of Board Meetings attended during the financial year	Attended 2 out of 2 Board Meeting held during her tenure			
Terms and Conditions of appointment / re-appointment including remuneration	Ms. Aruna Rao is an Independent Director and not liable to retire by rotation. As an Independent Director, Ms. Rao will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law from time to time, as well as compensation in the form of fixed remuneration, as may be allowed by relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time.			
Remuneration last drawn	Sitting Fee:			
	Particulars	Amount in Rs.		
	Board Meeting	75,000/-		
Date of appointment	September 19, 2025			
Directorships in other companies / Positions in other entities	<table><tr><td>Truhome Finance Limited Protean Account Aggregator Limited Qualitia Software Private Limited Protean eGov Technologies Limited</td><td>Independent Director Director Director Independent Director</td></tr></table>		Truhome Finance Limited Protean Account Aggregator Limited Qualitia Software Private Limited Protean eGov Technologies Limited	Independent Director Director Director Independent Director
Truhome Finance Limited Protean Account Aggregator Limited Qualitia Software Private Limited Protean eGov Technologies Limited	Independent Director Director Director Independent Director			
Listed entities from which the Director resigned in the past three years	Nil			

Details of Memberships / Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee)	Memberships in Audit Committee of 4 Companies (Including this Company).
Relationship between Directors inter-se and Key Managerial Personnel of the Company	None
Shareholding in the Company (including as beneficial owner) as at September 19, 2025	None

**By order of the Board of Directors
For Kotak Mahindra Investments Limited**

**Rajeev Kumar
Company Secretary & Compliance Officer
Membership No. – ACS 15031**

Date: October 17, 2025

Registered Office:
27BKC, C 27, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051
Website: <https://www.kmil.co.in/>
CIN: U65900MH1988PLC047986