

NOTICE is hereby given that the Twenty Fifth Annual General Meeting (AGM) of the members of Kotak Mahindra Prime Limited (the Company) will be held at a shorter notice on Tuesday, 10th August 2021, at 10:00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2021 and the Reports of the Board of Directors (“the Board”) and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Arvind Kathpalia (DIN: 02630873) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as Ordinary Resolutions:
  - A. “RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and guidelines and circulars issued by the Reserve Bank of India (“RBI”) in this regard and from time to time, including any amendments, modifications, variations or re-enactments thereof, for the time being in force, the appointment of M/s Mukund M Chitale & Co. (Firm Registration No. FRN106655W), as one of the Joint Statutory Auditors of the Company, be and is hereby approved to hold office from the conclusion of the Twenty Fifth Annual General Meeting (AGM) until the conclusion of the Twenty Eighth Annual General Meeting of the Company, for the purpose of the audit of the Company’s financial statements for the financial years 2021-22 upto 2023-24, and at such remuneration and out of pocket expenses, as may be decided from time to time by the Audit Committee and the Board of Directors of the Company.”
  - B. “RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and guidelines and circulars issued by the Reserve Bank of India (“RBI”) in this regard and from time to time, including any amendments, modifications, variations or re-enactments thereof, for the time being in force, the appointment of M/s M M Nissim & Co LLP (Firm Registration No. FRN107122W/W100672), as one of the Joint Statutory Auditors of the Company, be and is hereby approved to hold office from the conclusion of the Twenty Fifth Annual General Meeting (AGM) until the conclusion of the Twenty Eighth Annual General Meeting of the Company, for the purpose of the audit of the Company’s financial statements for the financial years 2021-22 upto 2023-24, and at such remuneration and out of pocket expenses, as may be decided from time to time by the Audit Committee and the Board of Directors of the Company.”

**SPECIAL BUSINESS:****5. APPOINTMENT OF MR. D. KANNAN (DIN: 00498935) AS A DIRECTOR OF THE COMPANY**

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

“RESOLVED that Mr. Devarajan Kannan (DIN: 00498935), who was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> November 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and whose appointment has been recommended by the Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**6. APPOINTMENT OF MR. RAVI VENKATRAMAN (DIN: 00307328) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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 Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravi Venkatraman (DIN: 00307328), who was appointed as an Additional Director (Independent) with effect from 4<sup>th</sup> August 2021 and who holds office up to the date of this Annual General Meeting and whose appointment has been recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, for a period of five years, with effect from 4<sup>th</sup> August 2021 up to 3<sup>rd</sup> August 2026 (both days inclusive) and that he shall not be liable to retire by rotation.”

**Notes:**

1. THE ANNUAL GENERAL MEETING (AGM) OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING UNDER THE GUIDELINES ISSUED BY MINISTRY OF CORPORATE AFFAIRS THROUGH GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020, GENERAL CIRCULAR NO. 17/2020 DATED APRIL 13, 2020, GENERAL CIRCULAR NO. 20/2020 DATED MAY 5, 2020 AND GENERAL CIRCULAR NO. 02/2021 DATED JANUARY 13, 2021 (MCA Circulars).

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, the above circulars have allowed the Companies to conduct their Annual General Meeting through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue, subject to the fulfilment of conditions as specified in the MCA Circulars. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Pursuant to the MCA Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 25th AGM and the Annual Report for the financial year 2020-21 (including Board's report, Auditor's report and other documents required to be attached therewith), are being sent only by email to the Members.
3. The members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum of the meeting under Section 103 of the Companies Act, 2013.
4. The members desiring to inspect the documents referred to in this Notice and other statutory registers/other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send requests on the Company's email address: [kiran.tangudu@kotak.com](mailto:kiran.tangudu@kotak.com). An access of such documents would be given to the members.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. The Members are requested to follow the below instructions:-

**a) Participation:**

- i. Pursuant to the aforementioned general circular, 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 voting or for participation and voting in the meeting. The Corporate Shareholders proposing to participate at the meeting through their representative, forward the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to [kiran.tangudu@kotak.com](mailto:kiran.tangudu@kotak.com) before the commencement of the meeting.
- ii. The Members are requested to use the following Dial-in details to join the meeting:

Click on following link: <https://zoom.us/join>. Meeting ID and password will be separately mailed to the members and participants.
- iii. 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 [kiran.tangudu@kotak.com](mailto:kiran.tangudu@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, using above the Dial-in details from 9:45 A.M. to 10:45 A.M. and post that no person shall be able to join the meeting.
- v. In case any member requires assistance for using the aforementioned Dial-in before or during the meeting, you may call the Helpline No. 9686456296.
- 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.

**b) Voting:**

- i. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- ii. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: kiran.tangudu@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 Symbol ('√')

Item no. of agenda	Assent	Dissent
1. Adoption of financial statements of the Company for the year ended 31 <sup>st</sup> March 2021 and the Reports of the Board of Directors ("the Board") and the Auditors thereon	√	
2. Declaration of dividend on equity shares		
3. Re-appointment of Mr. Arvind Kathpalia (DIN: 02630873), who retires by rotation.		
4. Appointment of Joint Statutory Auditors: a. Mukund M Chitale & Co., Joint Statutory Auditor b. M M Nissim & Co LLP, Joint Statutory Auditor		
5. Appointment Of Mr. D. Kannan (DIN: 00498935) as a Director of the Company		
6. Appointment of Mr. Ravi Venkatraman (DIN: 00307328) as an Independent Director of the Company		

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
Adoption of financial statements of the Company for the year ended 31 <sup>st</sup> March 2021 and the Reports of the Board of Directors ("the Board") and the Auditors thereon	10	
Declaration of dividend on equity shares		
Re-appointment of Mr. Arvind Kathpalia (DIN: 02630873), who retires by rotation.		
Appointment of Mukund M Chitale & Co., Joint Statutory Auditors and M M Nissim & Co LLP, Joint Statutory Auditors		
Appointment Of Mr. D. Kannan (DIN: 00498935) as a Director of the Company		
Appointment of Mr. Ravi Venkatraman (DIN: 00307328) as an Independent Director of the Company		

**c) Other instructions/ information:**

- i. **Members are requested to address all communications through their registered e-mail id only.**
- ii. The recorded transcript shall be available on the website: <https://www.primeloans.kotak.com/> post the conclusion of the meeting i.e. from August 15, 2021.

- iii. This notice is also available on the website of the Company at <https://www.primeloans.kotak.com/>.
- iv. In case of any doubts or clarification, the members are requested to contact Mr. Kiran Tangudu, Company Secretary of the Company, through e-mail: [kiran.tangudu@kotak.com](mailto:kiran.tangudu@kotak.com)
7. Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of is annexed hereto.
8. The meeting is proposed to be held at a shorter notice and therefore as per the provisions of Section 101 of the Companies Act, 2013 and rules made thereunder, it requires the consent for shorter notice from not less than ninety-five percent of the members entitled to vote thereat. Members are requested to provide their consent for short notice by sending the signed copy of the draft format attached herewith or through e-mail confirmation.

**By Order of the Board of Directors**

**KIRAN TANGUDU**  
**COMPANY SECRETARY**  
Membership No.: F7932

Place: Mumbai  
Date: August 4, 2021  
Registered Office:  
27BKC, C 27, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
CIN: U67200MH1996PLC097730

## EXPLANATORY STATEMENT

In terms of Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the businesses mentioned under Item Nos. 4 to 6 of the accompanying Notice dated 4<sup>th</sup> August 2021.

### Item No. 4

In terms of the circular dated April 27, 2021 issued by the Reserve Bank of India (RBI), amongst other things provides for statutory audit to be conducted under joint audit of a minimum of two audit firms, provide for minimum norms that need to be fulfilled by audit firms for appointment as statutory auditor of a NBFC, number of maximum joint statutory auditors depending on the asset size etc. For Entities with asset size of ₹15,000 crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms. The Balance Sheet size of the Company as at March 31, 2021 is about ₹27,000 crore and accordingly the maximum number of joint statutory auditors is four. Only two audit firms are proposed to be appointed as joint statutory auditors. One such condition of the said circular is that an audit firm, subject to its fulfilling the prescribed eligibility norms, will be allowed to continue as the statutory auditor for a particular NBFC for a period of three years and thereafter the said firm would not be eligible for reappointment in the same entity for a period of at least six years (two tenures)

M/s Price Waterhouse Chartered Accountants LLP is ineligible to continue as an Auditor as per the said RBI Circular dated April 27, 2021 (Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22). Accordingly the Company has received the resignation from M/s Price Waterhouse Chartered Accountants LLP, they have been the statutory auditors of the Company for the last four financial years i.e. from Financial Year ended March 31, 2018 to March 31, 2021.

Accordingly there is vacancy for both the statutory auditors and the Company is required to appoint two firms as a joint auditors for a period of three years at this 25<sup>th</sup> Annual General Meeting, for holding such office from the conclusion of the said meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting for the Financial Year beginning April 1, 2021 and ending March 31, 2024.

The approval of Members of the Company is, accordingly, being sought pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Act and RBI Circular for the aforementioned appointment of the Joint Statutory Auditors as also for granting authority to the Board including the Audit Committee such remuneration and out of pocket expenses, as may be decided by the Audit Committee and the Board of Directors of the Company from time to time.

The Board recommends the appointment of Mukund M Chitale & Co., and M M Nissim & Co LLP as the Company's Joint Statutory Auditors, for a period of three years.

Your Directors recommend the passing of resolutions at Item Nos. 4.A. and 4.B. of the accompanying Notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise concerned or interested, in the passing of the Ordinary Resolutions at Item Nos. 4.A. and 4.B. of the accompanying Notice.

**Item No. 5**

Mr. D. Kannan was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> November 2020 based on the recommendation of the Nomination & Remuneration Committee. He holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible to be appointed as a Director. The Nomination & Remuneration of the Company has recommended his appointment as a Director of the Company.

Mr. Devarajan Kannan (00498935), is currently the Group President – Commercial Banking of Kotak Mahindra Bank Limited. He is a Chartered Accountant and Cost Accountant by qualification and a rank holder at graduation level, became Group Head - Commercial Banking of Kotak Mahindra Bank Limited in August 2014. Prior to this, was the Managing Director of Kotak Securities Limited from April 2010. Began career as a business accountant in a leading computer manufacturing company prior to joining the erstwhile Kotak Mahindra Finance Limited, now known as Kotak Mahindra Bank Limited, in 1991. Since then moved on to being part of Ford Credit Kotak Mahindra Limited prior to joining Kotak Securities Limited in April 2000. He was responsible for setting up and building [kotaksecurities.com](http://kotaksecurities.com), the online trading and stock market advisory platform for Kotak Securities Limited.

Mr. D. Kannan does not hold any shares of the Company. He is also a Director of BSS Microfinance Limited.

The Directors recommend the resolution set out at Item No. 5 for the approval of the Members.

Except Mr. D. Kannan and his relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

**Item No. 6**

Mr. Ravi Venkatraman (DIN: 00307328) was appointed as an Additional Director (Independent) of the Company with effect from 4<sup>th</sup> August 2021. He holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible to be appointed as a Director. The Nomination & Remuneration of the Company has recommended his appointment as an Independent Director of the Company, for a period of five years, with effect from 4<sup>th</sup> August 2021 up to 3<sup>rd</sup> August 2026 (both days inclusive).

Mr. Ravi Venkatraman, aged 62 years, is a Chartered Accountant and Cost Accountant by qualification. He has about 40 years of varied experience as a senior finance professional, covering many facets of BFSI sector.

Mr. Ravi Venkatraman does not hold any shares of the Company. He is also a Director of Avanse Financial Services Limited and Mahindra Finance USA.

The Company has received declaration from the Director that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Ravi Venkatraman fulfills the conditions specified under the Companies Act, 2013 for appointment as Independent Director.

The Directors recommend the Resolution at Item No. 6 of the accompanying notice for approval of the members of the Company.

Except Mr. Ravi Venkatraman and his relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

**By Order of the Board of Directors**

**KIRAN TANGUDU  
COMPANY SECRETARY**

Place: Mumbai  
Date: August 4, 2021

Registered Office:  
27BKC, C 27, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
CIN: U67200MH1996PLC097730