

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of Kotak Mahindra Prime Limited will be held on Tuesday, 11th August 2020, at 4:00 p.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 31st March 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Narayan S.A. (DIN: 00007404) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. REAPPOINTMENT OF MR.VYOMESH KAPASI AS THE MANAGING 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, in terms of Section 2(54), 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to other approvals as are necessary, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Vyomesh Kapasi (DIN: 07665329) as Managing Director of the Company for a period of two years with effect from 9th December 2020, on the following terms of remuneration:

- I. Basic Salary: Upto ₹ 90,00,000/- per annum.
- II. Performance Bonus: As may be decided by the Board of Directors and/or Nomination & Remuneration Committee
- III. Perquisites: In addition to the basic salary, entitled to perquisites such as House Rent Allowance, Leave Travel Allowance, Reimbursement of Medical Expenses and such other benefits as per rules of the Company.
- IV. Provident Fund/Gratuity/Superannuation or allowance thereof as per the rules of the Company.
- V. The value of the perquisites shall also include amount paid by the Company towards Kotak Mahindra Equity Option Plan of Kotak Mahindra Bank Limited, the holding company, in respect of the stock options granted and stock appreciation rights (SARs) granted, if any, to Mr. Vyomesh Kapasi and calculated in accordance with the Income Tax Act, 1961 and the Rules made there under.

VI. Minimum Remuneration: If in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to the Managing Director by way of salary, perquisites and other allowances as specified above, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013, and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER that the Board of Directors and/or Nomination & Remuneration Committee be and is hereby authorized to vary or alter the terms of remuneration and perquisites payable or to be provided to Mr. Vyomesh Kapasi including the monetary value thereof pursuant to the terms and conditions of remuneration payable to Mr. Vyomesh Kapasi subject to the necessary approvals and also to increase the remuneration from time to time to the extent the Board and/or Nomination & Remuneration Committee may consider appropriate.

RESOLVED FURTHER that Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary or desirable to give effect to this Resolution.”

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 AND GENERAL CIRCULAR NO. 20/2020 DATED MAY 5, 2020 (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 24th AGM and the Annual Report for the financial year 2019-20 (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. 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 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/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

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 3:45 P.M. to 5:15 P.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
Adoption of financial statements of the Company for the year ended 31 st March 2020 and the Reports of the Directors and Auditors thereon.	√	
Declaration of dividend on equity shares		
Re-appointment of Mr. Narayan S.A. (DIN: 00007404), who retires by rotation.		
Re-Appointment of Mr. Vyomesh Kapasi (DIN: 07665329) as the Managing Director of the Company for a period of 2 years with effect from 9 th December 2020		

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
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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://carloan.kotak.com/> post the conclusion of the meeting i.e. from August 17, 2020.
 - iii. This notice is also available on the website of the Company at <https://carloan.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
7. Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of is annexed hereto.

By Order of the Board of Directors

Sd/-

KIRAN TANGUDU
COMPANY SECRETARY
 Membership No.: F7932

Place: Mumbai
 Date: July 18, 2020
 Registered Office:
 27BKC, C 27, G Block,
 Bandra Kurla Complex,
 Bandra (E), Mumbai – 400 051
 CIN: U67200MH1996PLC097730

Kotak Mahindra Prime Limited

CIN: U67200MH1996PLC097730

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

Tel. No.022-66056825, Fax No. 022-67259086, service.carfinance@kotak.com, website: www.carloan.kotak.com

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 Item No. 4 of the accompanying Notice dated 18th July 2020.

Item No. 4**Re-Appointment of Mr. Vyomesh Kapasi as the Managing Director of the Company:**

The Board of Directors of the Company at its meeting held on 9th December 2016 appointed Mr. Vyomesh Kapasi (DIN: 07665329) as the Managing Director of the Company for a period of two years with effect from 9th December 2016, subject to approval of the Members at the General Meeting. Further, at the Annual General Meeting of the Company held on 12th June 2017, the Members had approved the appointment of Mr. Vyomesh Kapasi as the Managing Director of the Company for a period of 2 years with effect from 9th December 2016. Further, the Board at its meeting held on 27th April 2018 had approved the re-appointment of Mr. Vyomesh Kapasi as the Managing Director of the Company for a further period of 2 years with effect from 9th December 2018, subject to the approval of the shareholders. Further, at the Annual General Meeting of the Company held on 11th June 2018, the Members had approved the appointment of Mr. Vyomesh Kapasi as the Managing Director of the Company for a period of 2 years with effect from 9th December 2018.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 26th June 2020 re-appointed Mr. Vyomesh Kapasi as the Managing Director of the Company for a period of two years with effect from 9th December, 2020 until 8th December 2022, subject to approval of the Members at the General Meeting.

Accordingly, approval of Members is being sought to re-appoint Mr. Vyomesh Kapasi as the Managing Director of the Company for a period of two years with effect from 9th December 2020 on the following terms and conditions:

- I. Basic Salary: Upto ₹ 90,00,000/- per annum.
- II. Performance Bonus: As may be decided by the Board of Directors and/or Nomination & Remuneration Committee
- III. Perquisites: In addition to the basic salary, entitled to perquisites such as House Rent Allowance, Leave Travel Allowance, Reimbursement of Medical Expenses and such other benefits as per rules of the Company.
- IV. Provident Fund/Gratuity/Superannuation or allowance thereof as per the rules of the Company.
- V. The value of the perquisites shall also include amount paid by the Company towards Kotak Mahindra Equity Option Plan of Kotak Mahindra Bank Limited, the holding company, in respect of the stock options granted and stock appreciation rights (SARs) granted, if any, to Mr. Vyomesh Kapasi and calculated in accordance with the Income Tax Act, 1961 and the Rules made there under.

- VI. Minimum Remuneration: If in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to the Managing Director by way of salary, perquisites and other allowances as specified above in accordance with the applicable provisions of Schedule V of the Companies Act, 2013, and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

The appointment of and payment of remuneration to Mr. Vyomesh Kapasi is in accordance with Part I of Schedule V and Section I of Part II of Schedule V to the Companies Act, 2013.

Mr. Vyomesh Kapasi aged 54 years is a Commerce graduate having 32 years of vast experience in the field of retail assets and auto finance, of which 26 years have been with the Kotak Group. Mr. Kapasi joined Kotak Mahindra Finance Ltd. on 11th Aug 1994. In April 2011, Mr. Vyomesh Kapasi was promoted as Executive Vice President and moved back to Kotak Mahindra Prime Ltd as Chief Executive Officer in June 2011. Mr. Vyomesh Kapasi, prior to his appointment as a Managing Director of the Company was functioning as a Chief Executive Officer & Manager of the Company under the Companies Act, 2013.

A copy of the Agreement to be entered into between the Company and Mr. Vyomesh Kapasi is available for inspection by the Members at the Registered office of the Company till the date of the Annual General Meeting between 3:00 p.m. and 5:00 p.m.

The Directors recommend the resolution set out at Item No. 4 for the approval of the Members.

Except Mr. Vyomesh Kapasi 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

Sd/-

KIRAN TANGUDU
COMPANY SECRETARY

Place: Mumbai
Date: July 18, 2020

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