

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF KOTAK MAHINDRA PRIME LIMITED (THE COMPANY) WILL BE HELD AT A SHORTER NOTICE ON THURSDAY, 26TH JUNE 2025, AT 2:30 P.M., THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2025 together with the Reports of the Board of Directors (“the Board”) and the Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that the audited Financial Statements (Balance sheet as at 31st March 2025 and the Statement of Profit and Loss of the Company for the year ended on that date and the cash flow statement) for the year ended 31st March 2025, together with the Reports of the Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

2. To declare dividend on Equity Shares for financial year 2024-25, at a rate of ₹ 90 per equity share.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that, dividend at the rate of ₹ 90/- per equity share, as recommended by the Board of Directors, be and is hereby declared on the equity shares of the Company for the financial year ended 31st March 2025 and the said dividend be paid to the equity shareholders of the Company.”

3. To appoint a Director in place of Mr. Uday Kotak (DIN: 00007467), who retires by rotation and, being eligible, has offered himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that Mr. Uday Kotak (DIN: 00007467), Director, who retires by rotation at this meeting and being eligible for re-election by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:**4. APPOINTMENT OF MR. SURAJ RAJAPPAN (DIN: 11004605) AS A DIRECTOR AND WHOLE-TIME DIRECTOR & A KEY MANAGERIAL PERSONNEL (KMP) OF THE COMPANY AND PAYMENT OF REMUNERATION TO HIM**

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED that Mr. Suraj Rajappan (DIN: 11004605), who was appointed as an Additional Director of the Company with effect from 4th June 2025 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.”

“RESOLVED FURTHER that pursuant to Section 2(94), 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act and the relevant rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), any other applicable law (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the provisions of Article of Association and pursuant to recommendation of the Nomination and Remuneration Committee (“NRC”) of the Company and the approval of the Board of Directors of the Company (“Board”), the approval of the Members of the Company be and is hereby accorded for the appointment and payment of remuneration to Mr. Suraj Rajappan (DIN: 11004605) as the Whole time-Director & Key Managerial Personnel of the Company, for a period of three years, with effect from 4th June 2025, on the following terms and condition of remuneration:

- I. Basic Salary: Upto ₹ 1,20,00,000/- (One Crore Twenty Lakhs) per annum and vary or increase the same from time to time as may be decided by the Board of Directors and/or Nomination & Remuneration Committee.
- 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. The value of the perquisites to include amount paid or its equivalent given under the Kotak Mahindra Equity Options Scheme/Kotak Mahindra Stock Appreciation Rights Scheme of Kotak Mahindra Bank Limited, the holding company, in respect of the stock options and/or stock appreciation rights (SARs) granted, if any, to Mr. Rajappan and calculated in accordance with the Income Tax Act, 1961 and the Rules made there under.

Kotak Mahindra Prime Limited

Registered Office: 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051, India; Corporate Office: Kotak Infinity, 6th Floor, Building No.21, Infinity Park, Off Western Express Highway, General A.K.Vaidya Marg, Malad (East), Mumbai 400097, India. CIN: U67200MH1996PLC097730; Tel: 022-61660001; e-mail: kprime.service@kotak.com; website: www.primeloans.kotak.com; Customer Service Call Centre No.: 1800 209 5732 Monday to Saturday between 9:30 am to 6:30 pm

For the purpose of calculating perquisites, the following should be excluded:

- Contribution to provident fund to the extent it is not taxable under the Income Tax Act, 1961.
- Gratuity as per law payable pursuant to the rules of the Company and
- Encashment of leave at the end of the tenure pursuant to the rules of the Company.

V. Minimum Remuneration: If in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to the Whole-Time 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.”

“RESOLVED FURTHER that the actual amount of remuneration and perquisites, benefits and facilities payable or to be provided to Mr. Suraj Rajappan including the monetary value thereof as specified in the said detailed note may be fixed, varied or increased to the extent the Nomination & Remuneration Committee and the Board of Directors of the Company may consider appropriate or as may be permitted or authorized in accordance with any provision under the Act for the time being in force provided however, that the remuneration payable to Mr. Suraj Rajappan shall be within such limits as may be set out in the Act including the said Schedule V to the Act or any amendments thereto or any modification or statutory re-enactment(s) thereof and/or any rules or regulations framed there under from time to time and the terms of the aforesaid Agreement between the Company and Mr. Suraj Rajappan shall be suitably modified to give effect to such variation or increase as the case may be.”

“RESOLVED FURTHER that any Director of the Company or Chief Financial Officer or Company Secretary be and are hereby authorized to file necessary forms/applications relating to the appointment of Mr. Suraj Rajappan as the Whole-Time Director & KMP of the Company, with the Registrar of Companies, Maharashtra or any other competent / statutory authority in this behalf.”

Notes:

1. Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 09/2024 dated September 19, 2024, read with General Circular no. 09/2023 dated September 25, 2023, General Circular no. 10/2022 dated December 28, 2022, General Circular no. 2/2022 dated May 05, 2022 and General Circular no. 20/2020 dated May 05, 2020 (collectively referred to as ‘MCA Circulars’), permitted holding of Annual General Meeting (“AGM”) through Video Conferencing (VC)/ Other Audio Visual Means (“OAVM”), without physical attendance of Members at a common venue. Accordingly, The Company has decided to convene its AGM through VC/OAVM, and members can attend and participate in the AGM through VC/OAVM.

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2. The deemed venue of the meeting shall be the Registered Office of the Company at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
3. Except for Mr. Uday Kotak who may be deemed to be concerned or interested in the resolution at Item No. 3, relating to re-appointment of Mr. Uday Kotak who is retiring by rotation and Mr. Suraj Rajappan, who may be deemed to be concerned or interested in the resolution at Item No. 4, relating to the appointment of Mr. Suraj Rajappan as a Director, Whole-time Director & Key Managerial Personnel, none of the Directors or Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the businesses set out under Item No. 3 & 4. The Directors recommend passing of the resolutions at Item Nos. 1 to 4 of the Notice.
4. 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.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. 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.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. 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 of 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

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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 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
- 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 2:00 P.M. to 3:15 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 ('V')

Agenda Item No.	Particulars	Assent	Dissent
1.	Adoption of financial statements of the Company for the year ended 31 st March 2025 together with the Reports of the Board of Directors ("the Board") and the Auditors thereon	√	
2.	Declaration of dividend on equity shares		
3.	To appoint a Director in place of Mr. Uday Kotak (DIN: 00007467), who retires by rotation and, being eligible, has offered himself for re-appointment.		
4.	Appointment of Mr. Suraj Rajappan (DIN: 11004605) as a Director and Whole-Time Director & Key Managerial Personnel (KMP) of the Company and Payment of Remuneration to him.		

Example 2: Using No. of Shares held.

Agenda Item No.	Particulars	Assent	Dissent
1.	Adoption of financial statements of the Company for the year ended 31 st March 2025 together with the Reports of the Board of Directors ("the Board") and the Auditors thereon	10	
2.	Declaration of dividend on equity shares		
3.	To appoint a Director in place of Mr. Uday Kotak (DIN: 00007467), who retires by rotation and, being eligible, has offered himself for re-appointment		
4.	Appointment of Mr. Suraj Rajappan (DIN: 11004605) as a Director and Whole-Time Director & Key Managerial Personnel (KMP) of the Company and Payment of Remuneration to him.		

c) Other instructions/ information:

- i. Members are requested to address all communications through their registered e-mail id only.
 - ii. The recorded transcript/proceedings shall be available on the website: <https://www.primeloans.kotak.com/> post the conclusion of the meeting i.e. from June 26, 2025.
 - 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
9. Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of is annexed hereto.
10. 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 by not less than ninety-five per cent 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

Place: Mumbai
Date: June 20, 2025
Registered Office: 27BKC, C 27, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
CIN: U67200MH1996PLC097730

KIRAN TANGUDU
COMPANY SECRETARY
Membership No.: F7932

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 business mentioned under Item No. 4 of the accompanying Notice dated 20th June 2025.

Item No. 4: APPOINTMENT OF MR. SURAJ RAJAPPAN (DIN: 11004605) AS A DIRECTOR AND WHOLE-TIME DIRECTOR & A KEY MANAGERIAL PERSONNEL (KMP) OF THE COMPANY AND PAYMENT OF REMUNERATION TO HIM

The Board of Directors of the Company have, at their meeting held on March 17, 2025, approved the appointment of Mr. Suraj Rajappan, as an Additional Director and a Whole-Time Director & a Key Managerial Personnel of the Company, for a period of three years, to be effective from the date of receipt of all the regulatory and statutory approvals, as may be necessary from the RBI and/or any other regulatory/statutory authority. After having received the necessary approval from the Reserve Bank of India, Mr. Suraj Rajappan (DIN: 11004605) has become a Whole-time Director (WTD) and a Key Managerial Personnel (KMP) of the Company effective from 4th June 2025 for a period of three years. The approval of Members is being sought to appoint Mr. Suraj Rajappan as WTD & KMP of the Company for a period of three years with effect from 4th June 2025.

Recently, with effect from February 21, 2025, Mr. Vyomesh Kapasi, who was earlier the Managing Director & CEO of the Company, was transferred to Kotak Mahindra Bank Limited (Kotak Bank/the Bank) to take up a new role as 'President & Head of Products' in the Consumer Banking division in the Bank. He accordingly ceased to be the MD & CEO of the Company with effect from February 21, 2025. Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Shahrukh Todiwala, who was holding the position as a Whole-time Director of the Company was elevated and appointed as the Managing Director & CEO of the Company, in place of Mr. Kapasi, with effect from February 21, 2025.

With a view to augmenting the Board of the Company and increasing the representation of the operating management of the Company on its Board, the Board of Directors of the Company, at its meeting held on 17th March 2025 approved, based on the recommendation of the Nomination & Remuneration Committee (NRC) of the Company, the appointment of Mr. Suraj Rajappan (DIN: 11004605) as the Whole-time Director & Key Managerial Personnel of the Company effective from the date of receipt of all the regulatory and statutory approvals, as may be necessary from the RBI and/or any other regulatory/statutory authority and recommended to the shareholders for approval in the Annual General meeting.

Brief Profile of Mr. Suraj Rajappan: Mr. Suraj Rajappan, aged 46 years, started his professional career with the Company in 2002 as Branch Operations Head in Chennai. In 2003, he was given the responsibility of entire South Region as Regional Operations Controller. Later in 2005, he moved to Mumbai as a part of the team that undertook due diligence for the takeover of Ford

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Credit stake in the Company and the Core system migration project. In March 2006, he moved to Mumbai to the Head Office from operations to credit function as Head of Credit for the Dealer Finance business. In 2014, he moved out of credit function to a sales role as National Sales Manager - Dealer Finance business. In 2019, after five years of heading the dealer finance sales function, he was given the additional charge of the New Car Retail Finance Open Market business as its National Sales Manager. In 2021, he was designated as Business Head - New Car Retail and Dealer Finance. Further that year, he lead the team which worked on the negotiations, due diligence and buyouts of the retail finance portfolio of both Volkswagen Finance Private Limited and Ford Credit India Private limited which were completed successfully back to back in the same year. In 2024, he was elevated as President and inducted into the Kotak Leadership Team of the Kotak Group. He is a part of the Company's Operating Committee (OPC). He is also a member of the Credit Committee and Asset Liability Committee (ALCO) in the Company. He has a total of 23 years of experience and association with the Company in Operations, Credit Underwriting, Sales in Wholesale and Retail car finance businesses. Suraj Rajappan is a Bachelor of Commerce from Sydenham College, Mumbai and a Chartered Accountant by qualification. He has also done his MBA in Marketing from ICAI.

Pursuant to sub-section (5) of section 152 of the Companies Act, 2013, Mr. Suraj Rajappan had given his consent to act as director of the Company. He has also submitted the requisite forms, declarations and documents with respect to his appointment, under Companies Act, SEBI LODR, SEBI Pitr and RBI regulations.

Accordingly, approval of Members is being sought to appoint Mr. Suraj Rajappan as the Whole-time Director and a Key Managerial Personnel of the Company for a period of three years with effect from 4th June 2025, on the following terms and conditions of remuneration:

- I. Basic Salary: Upto ₹ 1,20,00,000/- (One Crore Twenty Lakhs) per annum and vary or increase the same from time to time as may be decided by the Board of Directors and/or Nomination & Remuneration Committee.
- 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. The value of the perquisites to include amount paid or its equivalent given under the Kotak Mahindra Equity Options Scheme/Kotak Mahindra Stock Appreciation Rights Scheme of Kotak Mahindra Bank Limited, the holding company, in respect of the stock options and/or stock appreciation rights (SARs) granted, if any, to Mr. Rajappan and calculated in accordance with the Income Tax Act, 1961 and the Rules made there under.

For the purpose of calculating perquisites, the following should be excluded:

- Contribution to provident fund to the extent it is not taxable under the Income Tax Act, 1961.
- Gratuity as per law payable pursuant to the rules of the Company and
- Encashment of leave at the end of the tenure pursuant to the rules of the Company.

- V. Minimum Remuneration: If in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to the Whole-Time 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.

The appointment of and payment of remuneration to Mr. Suraj as the Whole-Time Director would be as given under and the same would also be in accordance within the limits and as prescribed in Part I and Part II of Schedule V to the Companies Act, 2013. The details about Mr. Suraj's current and proposed remuneration are given in Exhibit to this Notice.

Mr. Suraj Rajappan is not related to any other Director or any Key Managerial Personnel of the Company.

Mr. Suraj Rajappan does not hold any shares of the Company.

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

Except Mr. Suraj Rajappan and his relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the resolutions set out at Item No. 4 of the accompanying Notice of the AGM.

DETAILS OF THE DIRECTORS PROPOSED FOR APPOINTMENT/RE-APPOINTMENT, AS SET OUT IN THIS NOTICE

Pursuant to Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the details of the Directors proposed to be appointed/ re-appointed at this Annual General Meeting are as under:

Name	Mr. Uday Kotak	Mr. Suraj Rajappan
DIN	00007467	11004605
Age	66 years	46 years
Qualifications	B.Com - Mumbai University - Ranked 1st, MMS from Jamnalal Bajaj Institute of Management Studies - Ranked 1st	Bachelor of Commerce, Chartered Accountant and MBA in Marketing.
Experience	Mr. Uday Kotak hold a Bachelor's degree	Mr. Suraj Rajappan started his

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	<p>in Commerce and a MMS degree from Jamnalal Bajaj Institute of Management Studies, Mumbai and was appointed as a Director of Kotak Mahindra Bank Limited ("Bank") (erstwhile Kotak Mahindra Finance Limited) on 21st November, 1985. He was the Managing Director & CEO of the Bank till 1st September, 2023 and he is now a Non-Executive Director of the Bank. He is also the promoter of the Bank. The Kotak Group established a prominent presence in major areas of financial services including banking, stock broking, investment banking, car finance, insurance and asset management. He is a Member of the International Advisory Board of GIC Private Limited, Singapore and Investment Advisory Committee of the Army Group Insurance Fund and was member of International Advisory Panel of Monetary Authority of Singapore. He was also the President of the Confederation of Indian Industry till 31st May, 2021. He is also a Co-Chairman of the Indo-UK Financial Partnership (IUKFP), a Governing Member of the Mahindra United World College of India and Member of the Board of Governors of The Anglo Scottish Education Society (The Cathedral & John Connon School). He is also designated as Chairman of the Company and being appointed as director of the Company with effect from 13th December, 1996.</p>	<p>professional career with the Company in 2002 as Branch Operations Head in Chennai. In 2003, he was given the responsibility of entire South Region as Regional Operations Controller. Later in 2005, he moved to Mumbai as a part of the team that undertook due diligence for the takeover of Ford Credit stake in the Company and the Core system migration project. In March 2006, he moved to Mumbai to the Head Office from operations to credit function as Head of Credit for the Dealer Finance business. In 2014, he moved out of credit function to a sales role as National Sales Manager - Dealer Finance business. In 2019, after five years of heading the dealer finance sales function, he was given the additional charge of the New Car Retail Finance Open Market business as its National Sales Manager. In 2021, he was designated as Business Head - New Car Retail and Dealer Finance. Further that year, he lead the team which worked on the negotiations, due diligence and buyouts of the retail finance portfolio of both Volkswagen Finance Private Limited and Ford Credit India Private limited which were completed successfully back to back in the same year. In 2024, he was elevated as President and inducted into the Kotak Leadership Team of the Kotak Group. He is a part of the Company's Operating Committee (OPC). He is also a member of the Credit Committee and Asset Liability Committee (ALCO) in the Company. He has a</p>
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		total of 23 years of experience and association with the Company in Operations, Credit Underwriting, Sales in Wholesale and Retail car finance businesses. He is a Bachelor of Commerce from Sydenham College, Mumbai and a Chartered Accountant by qualification. He has also done his MBA in Marketing from ICFAI.										
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Mr. Uday Kotak is designated as Chairman of the Company and being appointed as director of the Company with effect from 13th December, 1996, liable to retire by rotation.	Mr. Suraj Rajappan is an Additional Director and Whole-time Director & Key Managerial Personnel of the Company, liable to retire by rotation.										
The remuneration last drawn during FY 2024-25	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sitting Fee (Board & Committee meeting)</td> <td>1,125,000</td> </tr> <tr> <td>2.</td> <td>Commission</td> <td>750,000</td> </tr> </tbody> </table>	Sr. No.	Particulars	Amount in Rs.	1.	Sitting Fee (Board & Committee meeting)	1,125,000	2.	Commission	750,000	Mentioned above in the resolution	
Sr. No.	Particulars	Amount in Rs.										
1.	Sitting Fee (Board & Committee meeting)	1,125,000										
2.	Commission	750,000										
Date of first appointment on the Board	13th December 1996	4th June 2025										
Shareholding in the company	Nil	Nil										
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None										
Number of Meetings of	Attended 13 out of 13 Board Meetings held during the year.	Not applicable										

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the Board attended during FY 2024-25				
Other Directorships	Entities	Category	of	Nil
	1. Kotak Mahindra Bank Limited	Non-Executive Director		
	2. Kotak Mahindra Investments Limited	Chairperson, Non-Executive Director		
	3. Kotak Mahindra Capital Company Limited	Chairperson, Non-Executive Director		
	4. Kotak Mahindra Asset Management Company Limited	Chairperson, Non-Executive Director		
	5. Kotak Mahindra Life Insurance Company Limited	Chairperson, Non-Executive Director		
	6. The Mahindra United World College Of India	Governing Member		
	7. The Anglo Scottish Education Society	Director and Member – Board of Governors		
Membership/ Chairmanship of Committees of other Board	Company Name	Name of the Board Committee	Whether Chairperson or Member	Nil
	Kotak Mahindra Bank	1. Nomination and Remuneration	Member	

Kotak Mahindra Prime Limited

 Registered Office: 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051, India; Corporate Office: Kotak Infinity, 6th Floor, Building No.21, Infinity Park, Off Western Express Highway, General A.K.Vaidya Marg, Malad (East), Mumbai 400097, India. CIN: U67200MH1996PLC097730; Tel: 022-61660001; e-mail: kprime.service@kotak.com; website: www.primeloans.kotak.com; Customer Service Call Centre No.: 1800 209 5732 Monday to Saturday between 9:30 am to 6:30 pm

	Limited	Committee		
		2. Risk Management Committee	Member	
		3. Large Expenditure and Share Transfer and Other Matters Committee	Member	
		4. Subsidiary Oversight and Governance Committee	Member	
		5. Credit and Investment Committee	Member	
	Kotak Mahindra Capital Company Limited	1. Human Resources and People Development Committee	Chair-person	
	Kotak Mahindra Life Insurance Company Limited	1. Nomination and Remuneration Committee	Member	
	Kotak Mahindra Asset Management Company Limited	1. Nomination and Remuneration Committee	Member	

By Order of the Board of Directors

**KIRAN TANGUDU
COMPANY SECRETARY**

Place: Mumbai

Date: June 20, 2025

Kotak Mahindra Prime Limited

Registered Office: 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051, India; Corporate Office: Kotak Infinity, 6th Floor, Building No.21, Infinity Park, Off Western Express Highway, General A.K.Vaidya Marg, Malad (East), Mumbai 400097, India. CIN: U67200MH1996PLC097730; Tel: 022-61660001; e-mail: kprime.service@kotak.com; website: www.primeloans.kotak.com; Customer Service Call Centre No.: 1800 209 5732 Monday to Saturday between 9:30 am to 6:30 pm

Draft format for shorter notice consent is as attached herewith:

To,
The Board of Directors
Kotak Mahindra Prime Limited
27BKC, C 27, G - Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Subject: Consent for shorter notice.

Dear Sir,

I, (____ Name of Member ____), address at _____,
holding _____ (nos.) Equity Shares of Rs. 10/- each in Kotak Mahindra Prime Limited as Nominee
of Kotak Mahindra Bank Limited jointly with Kotak Mahindra Bank Limited, hereby give consent
pursuant to Section 101(1) of Companies Act, 2013, to hold the Annual General Meeting of Kotak
Mahindra Prime Limited on 26th June 2025 at a shorter notice.

(Name of Member)

Date:

Place: Mumbai