NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF KOTAK MAHINDRA PRIME LIMITED (THE COMPANY) WILL BE HELD AT A SHORTER NOTICE ON MONDAY, 29TH JUNE, 2026, AT 11:30 A.M., THROUGH VIDEO CONFERENCING ("VC"), 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, 2026 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 of the Company for the year ended 31st March 2026 (i.e., Balance sheet as at 31st March 2026, the Statement of Profit and Loss, and the cash flow statement for the year ended on that date, statement of changes in equity, along with notes and explanatory notes annexed thereto, or forming part thereof, any document referred thereto), together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for financial year 2025-26, at a rate of ₹95 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 ₹95/- 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, 2026, and the said dividend be paid to the equity shareholders of the Company whose names appear on the Register of Members on the date of this meeting."

3. To re-appoint Mr. Amit Mohan, 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. Amit Mohan (DIN: 09294638), Director, who retires by rotation at this meeting and, being eligible for re-election by rotation in accordance with the provisions of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. APPOINTMENT OF M/S. PARIKH & ASSOCIATES, PRACTISING COMPANY SECRETARIES AS SECRETARIAL AUDITOR AND AUTHORIZATION TO THE BOARD TO FIX THEIR REMUNERATION

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

"RESOLVED that pursuant to the provisions of Regulation 62M and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder, from time to time, Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Parikh & Associates, Practicing Company Secretaries – a Peer Reviewed Firm of Company Secretaries in Practice (Firm Unique Identification No.: P1988MH009800), be and is hereby appointed as the Secretarial Auditor of the Company for a period of five consecutive financial years, for the purpose of auditing the secretarial and related records of the Company for the period commencing from FY 2026-27 to FY 2030-31."

"RESOLVED FURTHER that the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee which the Board of Directors of the Company may have constituted or may hereafter constitute and delegate with the powers necessary for the purpose) of the Company, be and is hereby authorised to determine and approve the annual remuneration of the Secretarial Auditor (excluding any out of pocket expenses, outlays and taxes, as applicable), subject however that the annual increment in the remuneration shall not exceed 15% of the annual remuneration of the previous financial year."

"RESOLVED FURTHER that the Board, be and is hereby authorised to execute any agreement, document or instruction, as may be required, and settle at its sole and absolute discretion, any query or difficulty that may arise in this regard and to generally do all such acts, deeds, matters and things as may be necessary and appropriate and to delegate all or any of its powers herein conferred to any Director / Officer of the Company, to give effect to this resolution."

Notes:

1. Ministry of Corporate Affairs ("MCA") vide its General Circular no. General Circular no. 03/2025 dated September 22, 2025, read with General Circular no. 09/2024 dated September 19, 2024, 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), without physical attendance of Members at a common venue.

Accordingly, The Company has decided to convene its AGM through VC, and members can attend and participate in the AGM through VC.

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. Amit Mohan who may be deemed to be concerned or interested in the resolution at Item No. 3, relating to re-appointment of Mr. Amit Mohan who is retiring by rotation, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the businesses set out under Item Nos. 1 to 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 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, 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, 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 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 11:00 A.M. to 12:15 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 (‘√’)

Agenda Item No.	**Particulars**	**Assent**	**Dissent**
1.	Adoption of financial statements of the Company for the year ended 31st March, 2026 together with the Reports of the Board of Directors (“the Board”) and the Auditors thereon	√	

2.	Declaration of dividend on equity shares		
3.	Re-appoint Mr. Amit Mohan (DIN: 09294638), who retires by rotation and, being eligible, has offered himself for re-appointment		
4.	Appointment of M/S. Parikh & Associates, Practising Company Secretaries as Secretarial Auditor and Authorization to the Board to Fix Their Remuneration		

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 31st March, 2026 together with the Reports of the Board of Directors ("the Board") and the Auditors thereon	10	
2.	Declaration of dividend on equity shares		
3.	Re-appoint Mr. Amit Mohan (DIN: 09294638), who retires by rotation and, being eligible, has offered himself for re-appointment		
4.	Appointment of M/S. Parikh & Associates, Practising Company Secretaries as Secretarial Auditor and Authorization to the Board to Fix Their Remuneration		

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 29th June, 2026.

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

Kiran Tangudu

Digitally signed by Kiran Tangudu
Date: 2026.06.25 18:16:17 +05'30'

KIRAN TANGUDU
COMPANY SECRETARY
Membership No.: F7932

Place: Mumbai
Date: 25 June, 2026
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 business mentioned under Item No. 4 of the accompanying Notice dated 25th June, 2026.

Item No. 4: APPOINTMENT OF M/S. PARIKH & ASSOCIATES, PRACTISING COMPANY SECRETARIES AS SECRETARIAL AUDITOR AND AUTHORIZATION TO THE BOARD TO FIX THEIR REMUNERATION

Pursuant to the provisions of Regulation 62M and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Board of Directors, at their meeting held on 25th June, 2026, have approved, subject to the approval of members of the Company, the appointment of M/s. Parikh & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Unique Identification No.: P1988MH009800) as the Secretarial Auditor for a period of five consecutive financial years, commencing from FY 2026-27 to FY 2030-31, for the purpose of auditing the secretarial and related records of the Company.

The details in relation to and credentials of M/s. Parikh & Associates, Peer Reviewed Firm of Company Secretaries in Practice are, as follows:

Established in 1987, M/s. Parikh & Associates is a distinguished firm of Practising Company Secretaries, headquartered in Mumbai, having its legacy of excellence spanning over three decades. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India ("ICSI"), ensuring the highest standards in professional practices.

Over the years, the firm has built a diverse client base. With its core focus of providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance and delivering strategic solutions to ensure regulatory adherence and operational efficiency, the firm's expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals and public utilities.

In terms of the SEBI Listing Regulations, M/s. Parikh & Associates has provided confirmation that:

- they have subjected themselves to the peer review process of the ICSI and hold a valid peer review certificate.

- they are not disqualified from being appointed as Secretarial Auditor in terms of the provisions of the Act, the Companies Secretaries Act, 1980 and rules and regulations made thereunder, and the SEBI Listing Regulations read with relevant SEBI circulars.

- they have no conflict of interest and have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

M/s. Parikh & Associates has consented to the said appointment and confirmed that its appointment, if made, would be within the limits specified by ICSI.

With the consent of the members, the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee which the Board of Directors of the Company may have constituted or may hereafter constitute and delegate with the powers necessary for the purpose) of the Company, are proposed to be authorised to determine and approve the remuneration of the Secretarial Auditor (excluding any out of pocket expenses, outlays and taxes, as applicable), subject however that the annual increment in the remuneration shall not exceed 15% of the annual remuneration of the previous financial year.

In accordance with the facts of the proposal and the rationale as aforesaid, your Board recommends passing of the Ordinary Resolution at Item No. 4 of the accompanying Notice.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested parties, financially or otherwise, in the Ordinary Resolution at Item No. 4 of the accompanying Notice.

DETAILS OF THE DIRECTORS PROPOSED FOR 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 re-appointed at this Annual General Meeting are as under:

Name	Mr. Amit Mohan
DIN	09294638
Age	59 years
Qualifications	B Sc Physics, MBA
Experience	Mr. Amit Mohan is a Master Degree holder in Business Administration. He heads commercial vehicles, dealer finance and working capital businesses for logistics and warehousing segments. He is a senior banking professional with 36 years of experience in retail and working capital lending. In 2014, he moved to the bank where he spearheaded the commercial vehicle retail and working capital business. He has been a strong proponent of continuous process reengineering, innovation and change management. Prior to Kotak, he worked with RPG Ricoh. He started his career with HCL Technologies in 1989. He joined Kotak in 1995 and started working

	with the Company, a wholly owned subsidiary of the bank. He held various portfolios in retail and wholesale business verticals during his stint at the Company. He was part of the leadership team. He has been appointed as a Director of the Company with effect from 6th September, 2021.
Terms and conditions of re-appo intment along with details of remuneration sought to be paid	Mr. Amit Mohan is designated as Non-Executive Director of the Company and being appointed as director of the Company with effect from 6th September, 2021, liable to retire by rotation.
The remuneration last drawn during FY 2025-26	Nil
Date of first appointment on the Board	6th September, 2021
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during FY 2025-26	Attended 11 out of 11 Board Meetings held during the year.
Other Directorships	Nil
Membership/ Chairmanship of Committees of other Board	Nil

By Order of the Board of Directors

Kiran Tangudu
Digitally signed by Kiran Tangudu
Date: 2026.06.25 18:16:47 +05'30'

KIRAN TANGUDU
COMPANY SECRETARY

Place: Mumbai
Date: 25th June, 2026

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 29th June, 2026 at a shorter notice.

(Name of Member)

Date:
Place: Mumbai