NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (THE 'MEETING') OF THE MEMBERS OF KOTAK MAHINDRA PRIME LIMITED (THE COMPANY) WILL BE HELD AT A SHORTER NOTICE ON TUESDAY, 21ST JULY, 2026, AT 11:30 A.M. THROUGH VIDEO CONFERENCING ("VC") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. **RE-APPOINTMENT OF MR. RAVI VENKATRAMAN (DIN: 00307328) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS EFFECTIVE FROM 4TH AUGUST, 2026**

   To consider re-appointment of Mr. Ravi Venkatraman as an Independent Director of the Company for a period of 5 years effective from 4th August, 2026 and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special 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 Independent Director with effect from 4th August, 2021 and who holds office up to 3rd August, 2026 and whose re-appointment has been recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, for a period of five years, with effect from 4th August, 2026, i.e., up to 3rd August, 2031 (both days inclusive) and that he shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to file the necessary forms and returns on the portal of the Ministry of Corporate Affairs and any other Regulatory Authority and to provide all such information as may be required and to do all such acts, deeds and things as may be necessary and incidental for the aforesaid purpose."

Notes:

1. Ministry of Corporate Affairs ("MCA") vide its 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. 11/2022 dated December 28, 2022, General Circular no. 03/2022 dated May 5, 2022, and General Circular no. 14/2020 dated April 8, 2020 (collectively referred to as 'MCA Circulars'),

permitted holding of Extraordinary General Meeting ("EGM") 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 EGM through video conferencing, and members can attend and participate in the EGM through video conferencing.

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. Ravi Venkatraman, who may be deemed to be concerned or interested in the resolution at Item No. 1, relating to the re-appointment of Mr. Ravi Venkatraman (DIN: 00307328) as an independent director of the Company, 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 business set out under Item No. 1. The Directors recommend passing of the resolution at Item No. 1 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 EGM 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 EGM 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-EGM 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 EGM 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 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. The facility for joining the EGM through VC/OAVM will be open 15 minutes prior to the scheduled time of the commencement of the EGM and it would be closed post 15 minutes of the end of scheduled time.

v. In case any member requires assistance for using the aforementioned Dial-in before or during the meeting, you may call the Helpline No. 96864 56296.

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. The voting at the Extra-Ordinary General Meeting shall be done by show of hand. In case a poll is demanded, the 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. Re-Appointment Of Mr. Ravi Venkatraman (DIN: 00307328) as an Independent Director Of The Company for a period of 5 years effective from 4th August, 2026	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
1. Re-Appointment Of Mr. Ravi Venkatraman (DIN: 00307328) as an Independent Director Of The Company for a period of 5 years effective from 4th August, 2026	10	

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 July 21, 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.

By Order of the Board of Directors

Kiran Tangudu
Digitally signed by Kiran Tangudu
Date: 2026.07.17 17:35:03 +05'30'

KIRAN TANGUDU
COMPANY SECRETARY
Membership No.: F7932

Place: Mumbai
Date: July 17, 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. 1 of the accompanying Notice dated July 17, 2026.

Item No. 1: RE-APPOINTMENT OF MR. RAVI VENKATRAMAN (DIN: 00307328) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS EFFECTIVE FROM 4TH AUGUST, 2026

Mr. Ravi Venkatraman (DIN: 00307328) was appointed as an Additional Director (Independent) of the Company with effect from 4th August 2021, to hold such office for a period of 5 years up to 3rd August 2026. The members of the Company, at the Twenty Fifth Annual General Meeting held on 10th August, 2021, approved the appointment of Mr. Venkatraman as an Independent Director of the Company, as aforesaid. Mr. Venkatraman is not be liable to retire by rotation.

Mr. Venkatraman is a Chartered Accountant and Cost Accountant by qualification. He retired in July 2020, as Executive Director & Chief Financial Officer of Mahindra & Mahindra Financial Services Limited (MMFSL). He has about 42 years of varied experience as a senior finance professional, covering many facets of BFSI sector. He was part of a 3 member team involved in setting up and scaling 5 companies of the Mahindra Group namely: Mahindra & Mahindra Financial Services Limited, Mahindra Rural Housing Finance Limited, Mahindra Insurance Brokers Limited, Mahindra Manu Life Mutual Fund and Mahindra Finance USA. He has been appointed as a Director of the Company with effect from 4th August, 2021.

Based on evaluation of the performance of Mr. Venkatraman during his current term, the Nomination & Remuneration Committee recommended to the Board of Directors and the Board of Directors of the Company have, at its meeting held on 17th July, 2026 considered and recommended the re-appointment of Mr. Venkatraman as an Independent Director of the Company for a period of five years with effect from 4th August, 2026 up to 3rd August, 2031 (both days inclusive) for the approval of members of the Company at the ensuing Extraordinary General Meeting. Mr. Venkatraman is not be liable to retire by rotation.

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

Mr. Venkatraman does not hold any shares of the Company.

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. Venkatraman fulfills the conditions specified under the Companies

Act, 2013, RBI guidelines and SEBI LODR Regulations for re-appointment as an Independent Director. The Company have also received, in writing, a notice from a member proposing the candidature of Mr. Venkatraman for the office of Director of the Company.

The Directors recommend a Special Resolution at Item No. 1 of the accompanying notice for approval of the members of the Company.

Except Mr. 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, financially or otherwise in the resolution set out at Item No. 1 of the accompanying Notice of the EGM.

DETAILS OF THE DIRECTOR 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 Director proposed to be re-appointed at this Extraordinary General Meeting is as under:

Name	Mr. Ravi Venkatraman
DIN	00307328
Age	67 Years
Qualifications	ACA, ICWA, B.Com
Experience	Mr. Ravi Venkatraman is a Chartered Accountant and Cost Accountant by qualification. He retired in July 2020, as Executive Director & Chief Financial Officer of Mahindra & Mahindra Financial Services Limited (MMFSL). He has about 42 years of varied experience as a senior finance professional, covering many facets of BFSI sector. He was part of a 3 member team involved in setting up and scaling 5 companies of the Mahindra Group namely: Mahindra & Mahindra Financial Services Limited, Mahindra Rural Housing Finance Limited, Mahindra Insurance Brokers Limited, Mahindra Manu Life Mutual Fund and Mahindra Finance USA. He has been appointed as a Director of the Company with effect from 4th August, 2021.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Mr. Ravi Venkatraman is designated as an Independent Director of the Company, for a period of five years, with effect from 4th August 2021 up to 3rd August 2026 (both days inclusive) and that he shall not be liable to retire by rotation. He would be entitled to sitting fees for attending the meetings of the Board and Board Committees as

<table>
<tr><td></td><td>determined by the Board from time to time, as per the limits set out under the Companies Act, 2013.

He would also be entitled to reimbursement of expenses incurred by him in connection with attending the Board meetings, Board Committee meetings, General meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.</td></tr>
<tr><td>The remuneration last drawn during FY 2025-26</td><td><table><tr><td>Sr. No.</td><td>Particulars</td><td>Amount in Rs.</td></tr><tr><td>1.</td><td>Sitting Fee (Board & Committee meeting)</td><td>2,525,000</td></tr><tr><td>2.</td><td>Commission</td><td>1,800,000</td></tr></table></td></tr>
<tr><td>Date of first appointment on the Board</td><td>4th August, 2021</td></tr>
<tr><td>Shareholding in the company</td><td>Nil</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</td><td>None</td></tr>
<tr><td>Number of Meetings of the Board attended during FY 2025-26</td><td>Attended 11 out of 11 Board Meetings held during the year.</td></tr>
<tr><td>Other Directorships</td><td><table><tr><td>Entities</td><td>Category of Directorship</td></tr><tr><td>1. SBFC Finance Limited</td><td>Independent Director</td></tr><tr><td>2. Avanse Financial Services Limited</td><td>Independent Director</td></tr><tr><td>3. SML Mahindra Limited</td><td>Independent Director</td></tr></table></td></tr>
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	4. Praxis Home Retail Limited	Independent Director
	5. Zurich Kotak General Insurance Company (India) Limited	Independent Director
	6. Bajaj Finserv Mutual Fund Trustee Limited	Independent Director
	7. Sarvagram Solutions Private Limited	Independent Director
	8. Aditya Birla Sunlife Pension Fund Management Limited	Independent Director
	9. Arisunitern RE Solutions Private Limited	Independent Director

	Company Name	**Name of the Board Committee**	**Whether Chairperson or Member**
Membership/ Chairmanship of Committees of other Board	Zurich Kotak General Insurance Company (India) Limited	1. Audit Committee	Member
		2. Risk Management Committee	Member
		3. Nomination and Remuneration Committee	Member
	SBFC Finance Limited	1. Audit Committee	Chairperson
		2. Risk Management Committee	Member
		3. Stakeholders Relationship Committee	Member
		4. IT Strategy Committee	Member
		5. Corporate Social Responsibility Committee	Member
	Avanse Financial Services Limited	1. Audit Committee	Chairperson
		2. Risk Management Committee	Member
		3. Corporate Social Responsibility Committee	Member
		4. IPO Committee	Member

	Bajaj Finserv Mutual Fund Trustee Limited	1. Risk Management Committee	Chairperson
		2. Audit Committee	Member
	SML Mahindra Limited	1. Audit Committee	Chairperson
		2. Risk Management Committee	Chairperson
		3. Nomination and Remuneration Committee	Member
	Aditiya Birla Sun Life Pension Management Limited	1. Audit Committee	Member
		2. Investment Committee	Member
	Praxis Home Retail Limited	1. Audit Committee	Chairperson
		2. Nomination & Remuneration Committee	Member

By Order of the Board of Directors

Kiran Tangudu

Digitally signed by Kiran Tangudu
Date: 2026.07.17 17:34:45 +05'30'

KIRAN TANGUDU
COMPANY SECRETARY

Place: Mumbai
Date: 17th July, 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 Extraordinary General Meeting of Kotak Mahindra Prime Limited on 21st July, 2026 at a shorter notice.

(Name of Member)

Date:
Place: Mumbai