

**FORM NO. MGT-9**
**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31<sup>st</sup> March 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	U67200MH1996PLC097730
ii)	Registration Date	28 <sup>th</sup> February 1996
iii)	Name of the Company	Kotak Mahindra Prime Limited
iv)	Category / Sub-Category of the Company	Non-Banking Financial Company
v)	Address of the Registered office and contact details	27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 Tel No. : (022) 61660000 Fax No.: (022) 67132403
vi)	Whether listed company Yes / No	Yes (Only non-convertible debentures are listed under the debt market segment)
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited, C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083 Tel: (022) 4918 6000, Fax: (022) 4918 6060 Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Vehicle Finance, Loans against securities / collaterals	64920	92

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
Holding Company					
1	Kotak Mahindra Bank Limited* 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	L65110MH1985PLC038137	Holding	100.00	2(87)

\* Kotak Mahindra Bank Limited (KMBL) holds 51% of the equity share capital of the Company and 49% held by Kotak Securities Limited (KSL). Kotak Securities Limited is a subsidiary of KMBL.

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	1,224,400	488,200	1,712,600	49.00	1,224,400	488,200	1,712,600	49.00	0.00
e) Banks/Fl*	-	1,782,600	1,782,600	51.00	1,782,520	80	1,782,600	51.00	0.00
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub total (A) (1)</b>	<b>1,224,400</b>	<b>2,270,800</b>	<b>3,495,200</b>	<b>100.00</b>	<b>3,006,920</b>	<b>488,280</b>	<b>3,495,200</b>	<b>100.00</b>	<b>0.00</b>
<b>2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other.....	-	-	-	-	-	-	-	-	-
<b>Sub total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1,224,400</b>	<b>2,270,800</b>	<b>3,495,200</b>	<b>100.00</b>	<b>3,006,920</b>	<b>488,280</b>	<b>3,495,200</b>	<b>100.00</b>	<b>0.00</b>
<b>B. Public Share-holding as per classification given by Depository</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Bodies Corporate	-	-	-	-	-	-	-	-	-
Foreign Bank	-	-	-	-	-	-	-	-	-
Foreign Bodies	-	-	-	-	-	-	-	-	-
Foreign Bodies-DR	-	-	-	-	-	-	-	-	-
Trust	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-total(B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1,224,400</b>	<b>2,270,800</b>	<b>3,495,200</b>	<b>100.00</b>	<b>3,006,920</b>	<b>488,280</b>	<b>3,495,200</b>	<b>100.00</b>	<b>0.00</b>

\*Includes Nominees

## (ii) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	KOTAK MAHINDRA BANK LIMITED	1,782,520	51.00	0.00	1,782,520	51.00	0.00	0.00
2	<u>NOMINEES OF KOTAK MAHINDRA BANK LIMITED</u> (JOINTLY HOLDING WITH KOTAK MAHINDRA BANK LIMITED)							
	Mr. C Jayaram	5	0.00	0.00	5	0.00	0.00	0.00
	Mr. Narayan S.A	20	0.00	0.00	20	0.00	0.00	0.00
	Mr. Dipak Gupta	15	0.00	0.00	15	0.00	0.00	0.00

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
	Mr. Jaimin Bhatt	5	0.00	0.00	5	0.00	0.00	0.00
	Ms. Shanti Ekambaram	20	0.00	0.00	20	0.00	0.00	0.00
	Mr. T.V. Raghunath	15	0.00	0.00	15	0.00	0.00	0.00
3	KOTAK SECURITIES LIMITED (subsidiary of Kotak Mahindra Bank Ltd.)	1,712,600	49.00	0.00	1,712,600	49.00	0.00	0.00
	<b>Total</b>	<b>3,495,200</b>	<b>100.00</b>	<b>0.00</b>	<b>3,495,200</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>

## (iii) Change in Promoters' Shareholding (please specify, if there is no change) - NO CHANGE

Sr. No.	share holding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):		-	-
	At the End of the year		-	-

## (iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) - NIL

Sr. No.	Name of the Share Holder	Shareholding at the beginning of the year		Increase/Decrease in Shareholding during the year			Date of change	Cumulative Shareholding during the year	
		No. of share	% of total shares of the company	No. of shares - Decrease	No. of shares - Increase	Reason		No. of shares	% of total shares of the company
-	-	-	-	-	-	-	-	-	-

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Increase/Decrease in Shareholding			Date of change	Cumulative Shareholding during the year	
		No. of share	% of total shares of the company	No. of shares Decrease	No. of shares Increase	Reason		No. of shares	% of total shares
<b>DIRECTORS</b>									
<i>(Holding shares as nominee of Kotak Mahindra Bank Ltd. jointly with Kotak Mahindra Bank Ltd.)</i>									
1	Narayan S.A.	20	0.00	-	-	-	3/31/2018 3/31/2019	20 20	0.00 0.00
2	Shanti Ekambaram	20	0.00	-	-	-	3/31/2018 3/31/2019	20 20	0.00 0.00
<b>KEY MANAGERIAL PERSONNEL</b>		NIL							

**V. INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(₹ in lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,928,214.30	560,811.29	-	2,489,025.59
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1,928,214.30</b>	<b>560,811.29</b>	<b>-</b>	<b>2,489,025.59</b>
<b>Change in Indebtedness during the financial year</b>				
· Addition	2,135,653.88	1,234,962.41	-	3,370,616.29
· Reduction	2,303,449.07	1,076,069.22	-	3,379,518.29
<b>Net Change</b>	<b>-167,795.19</b>	<b>158,893.19</b>	<b>-</b>	<b>-8,902.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,760,419.11	719,704.48	-	2,480,123.59
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1,760,419.11</b>	<b>719,704.48</b>	<b>-</b>	<b>2,480,123.59</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(₹ in lakh)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		<b>Mr. Vyomesh Kapasi (Managing Director)</b>	
1	Gross salary *		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	183.15	183.15
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 @	52.32	52.32
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	Cost included in 1(b) above	
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Others, specify...	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>235.47</b>	<b>235.47</b>

*Ceiling as per the Act \*\****Notes:**

@ The perquisite value towards stock options includes the difference between exercise price & market price on the date of exercise. The same amounting to ₹ 51.92 lakh for Mr. Vyomesh Kapasi is not paid by the Company.

\*Gross salary includes Basic salary, House Rent Allowance, Professional Allowance, Reimbursement of Medical expenses, Leave Travel Allowance, Annual Incentives and cost towards Stock Appreciation Rights.

\*\* Remuneration payable to the Managing Director shall not exceed 5% of the net profits of the Company.

**B. Remuneration to other directors**

(₹ in lakh)

Sr. no.	Particulars of Remuneration	Name of Directors			Total Amount in ₹
1	Independent Directors	Prof. S. Mahendra Dev	Chandrashekhar Sathe	Akila Urankar	
	Fee for attending board committee meetings	6.1	8	4.6	18.7
	Commission *	5	5	-	10
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>11.1</b>	<b>13</b>	<b>4.6</b>	<b>28.7</b>
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others - Remuneration	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>				<b>28.70</b>
	<b>Total Managerial Remuneration</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	Overall Ceiling as per the Act	-	-	-	-

\* Commission pertaining to FY 2017-18 paid during FY 2018-19.

**C. Remuneration to key managerial personnel other than MD/Manager/WTD**

(₹ in lakh)

Sr. no.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		(CFO)	(CS)	
1	Gross salary *			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	102.8	29.28	132.08
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 @	8.38	0.14	8.52
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	Cost included in 1(b) above		
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>111.18</b>	<b>29.42</b>	<b>140.6</b>

**Notes:**

@ The perquisite value towards stock options includes the difference between exercise price & market price on the date of exercise. The same amounting to ₹8.05 lakh for CFO is not paid by the Company.

\*Gross salary includes Basic salary, House Rent Allowance, Professional Allowance, Reimbursement of Medical expenses, Leave Travel Allowance, Annual Incentives and cost towards Stock Appreciation Rights.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>			<b>NIL</b>		
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>			<b>NIL</b>		
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>			<b>NIL</b>		
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-