



NOTICE is hereby given that the Twenty Third Annual General Meeting of Kotak Mahindra Prime Limited will be held on Tuesday, 25<sup>th</sup> June 2019, at 9:30 a.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Ms. Shanti Ekambaram (DIN: 00004889), who retires by rotation and, being eligible, offers herself for re-appointment.

### Special Business

4. To consider 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 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Prof. S. Mahendra Dev (DIN: 06519869), who was appointed as an Independent Director (Independent) with effect from 30<sup>th</sup> March 2015 and who holds office up to 29<sup>th</sup> March 2020 and whose re-appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company for a period of five years with effect from 30<sup>th</sup> March 2020 and that he shall not be liable to retire by rotation.”

5. To consider 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 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chandrashekhar Sathe (DIN: 00017605) who was appointed as an Independent Director (Independent) with effect from 30<sup>th</sup> March 2015 and who holds office up to 29<sup>th</sup> March 2020 and whose re-appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company for a period of five years with effect from 30<sup>th</sup> March 2020 and that he shall not be liable to retire by rotation.”

#### Kotak Mahindra Prime Limited

CIN U67200MH1996PLC097730 service.carfinance@kotak.com  
Kotak Infinity, 6th Floor, www.kotak.com  
Building No. 21, Infinity Park,  
Off Western Express Highway,  
General A K Vaidya Marg,  
Malad (E), Mumbai - 400 097, India.

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



## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
3. The route map of the venue of the Meeting is given at the end of the Notice. The prominent land mark for the venue is 'Municipal Corporation of Greater Mumbai'.

For and on behalf of the Board of Directors

Mumbai, 30<sup>th</sup> May 2019

  
KIRAN TANGUDU  
COMPANY SECRETARY  
Membership No. FCS7932

Registered Office:  
27BKC, C 27, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051  
CIN: U67200MH1996PTC097730

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**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 Nos. 4 & 5 of the accompanying Notice dated 30<sup>th</sup> May 2019.

**Item No. 4**

Prof. S. Mahendra Dev (DIN: 06519869) who was appointed as an Independent Director (Independent) with effect from 30<sup>th</sup> March 2015 and who holds office up to 29<sup>th</sup> March 2020. Now it is proposed to re-appoint him as an Independent Director of the Company with effect from 30<sup>th</sup> March 2020 who shall hold office up to 29<sup>th</sup> March 2025. The Nomination & Remuneration Committee of the Company has recommended his appointment as an Independent Director of the Company.

Prof S. Mahendra Dev, aged 61 years, is currently Director (Vice Chancellor) of Indira Gandhi Institute of Development Research. He was the Chairman of Commission for Agriculture Costs and Prices, Government of India. He was the Director, Centre for Economic and Social Studies, Hyderabad for 9 years. Pursuant to sub-section (5) of section 152 of the Companies Act, 2013, Prof S. Mahendra Dev had given his consent to act as director of the Company. He had also submitted the requisite forms, declarations and documents with respect to his re-appointment.

Prof S. Mahendra Dev does not hold any shares of the Company. He is also a Director of the following companies:

**Kotak Mahindra Bank Limited**

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, Prof. S. Mahendra Dev fulfills the conditions specified under the Companies Act, 2013 for appointment as an Independent Director.

The Directors recommend the Resolution at Item No.4 of the accompanying notice for approval of the members of the Company.

Except Prof S. Mahendra Dev 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.

**Item No. 5**

Mr. Chandrashekhar Sathe (DIN: 00017605) who was appointed as an Independent Director (Independent) with effect from 30<sup>th</sup> March 2015 and who holds office up to 29<sup>th</sup> March 2020. Now it is proposed to re-appoint him as an Independent Director of the Company with effect from 30<sup>th</sup> March 2020 who shall hold office up to 29<sup>th</sup> March 2025. The Nomination & Remuneration Committee of the Company has recommended his appointment as an Independent Director of the Company.

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Mr. Chandrashekhar Sathe, aged 68 years, has a B. Tech (Chemical Engineering) from IIT. He has more than 40 years' experience in the banking and financial sector and was Group Head–Risk Management of Kotak Mahindra Bank before retiring in 2009. Mr. Sathe was a part of the Senior Management team of Kotak Mahindra Group since 1992 and was responsible for setting up the Fixed Income Securities capability of Kotak Mahindra Capital Company Limited. Prior to joining Kotak, he was with Bank of Nova Scotia and Bank of Maharashtra and had wide ranging experience in Banking, Finance, Administration, Credit, Foreign Exchange and Money Markets. Mr. Sathe was a widely consulted expert on Foreign Exchange and Money Markets in India and had been a frequent contributor to financial newspapers, magazines and TV News channels. Pursuant to sub-section (5) of section 152 of the Companies Act, 2013, Mr. Chandrashekhar Sathe had given his consent to act as director of the Company. He had also submitted the requisite forms, declarations and documents with respect to his re-appointment.

Mr. Chandrashekhar Sathe does not hold any shares of the Company. He is also a Director of the following companies:

Kotak Mahindra Investments Limited  
Kotak Mahindra Trustee Company Limited  
Kotak Mahindra Trusteeship Services Limited  
Infinitum Productions Private Limited  
BSS Microfinance Limited

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. Chandrashekhar Sathe fulfills the conditions specified under the Companies Act, 2013 for appointment as an Independent Director.

The Directors recommend the Resolution at Item No.5 of the accompanying notice for approval of the members of the Company.

Except Mr. Chandrashekhar Sathe 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.

For and on behalf of the Board of Directors



**KIRAN TANGUDU**  
**COMPANY SECRETARY**  
Membership No. FCS7932

Mumbai, 30<sup>th</sup> May 2019

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**Kotak Mahindra Prime Limited**

(CIN: U67200MH1996PLC097730)

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

Tel No.: (022) 61660000, Fax No.: (022) 67132403, Website: www.kotak.com

**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the members(s):	
Registered address:	
Email Id:	
Folio No./Client Id:	DP ID:

I/We, being the members (s) holding .....Equity Shares of Kotak Mahindra Prime Limited, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

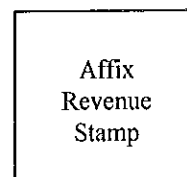
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, 25<sup>th</sup> June 2019, at 9:30 a.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
<b>Special Business</b>	
1.	Adoption of financial statements of the Company for the year ended 31 <sup>st</sup> March 2019 and the Reports of the Directors and Auditors thereon.
2.	Declaration of dividend on equity shares
3.	Re-appointment of Ms. Shanti Ekambaram (DIN: 00004889), who retires by rotation.
4.	Re-Appointment of Prof. S. Mahendra Dev (DIN: 06519869) as an Independent Director of the Company for a period of 5 years with effect from 30 <sup>th</sup> March 2020
5.	Re-Appointment of Mr. Chandrashekhar Sathe (DIN: 00017605) as an Independent Director of the Company for a period of 5 years with effect from 30 <sup>th</sup> March 2020

Signed this..... day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)



**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Kotak Mahindra Prime Limited  
(CIN: U67200MH1996PLC097730)

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Tel No.: (022) 61660000, Fax No.: (022) 67132403, Website: [www.kotak.com](http://www.kotak.com)

Annual General Meeting

Attendance Slip

DPID	Client ID	Folio No.	No. of Shares

Name of the Shareholder \_\_\_\_\_

Address \_\_\_\_\_

Name of Proxy \_\_\_\_\_

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 25<sup>th</sup> June 2019, at 9:30 a.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

\_\_\_\_\_  
Signature of the Shareholder/Proxy

ROUTE MAP

