

NOTICE is hereby given that an Extraordinary General Meeting (the 'Meeting') of the members of Kotak Mahindra Prime Limited (the Company) will be held at a shorter notice on Friday, 28th April 2023, at 10:00 a.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 to transact the following business:

**SPECIAL BUSINESS:**

**1. 1. ISSUANCE OF DEBENTURES**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** the consent of shareholders is hereby accorded to the Board (as also, the Company hereby ratifies and confirms the authority granted under the resolution passed by the Board at its meetings held on April 26, 2023 as may be amended or modified or rescinded from time to time if required, for issuance of debentures) for making private placement offers and invitations and issuing secured debentures (including Market Linked Non-Convertible Debentures (MLDs) if any) in one or more series/tranches from time to time under applicable law including in accordance with the provisions of Section 42 of the Companies Act, 2013 or any other provisions if applicable under the Companies Act 2013, and related rules, pursuant to, and continue making offers/invitations and issuing debentures pursuant to and upon the terms and conditions of: (i) the Debenture Trust Deed (cum Mortgage Deed) and Deed of Hypothecation dated July 3, 2019 (along with Amendment Deeds dated February 12, 2021 and September 1, 2021) for amounts aggregating up to the unutilized limits of ₹ 1,763 crore and the Debenture Trust Deed and Deed of Hypothecation dated August 22, 2022 for amounts aggregating up to the unutilised limits of ₹ 9,569 crores thereunder from out of the limit of ₹ 15,000 crore under each Deed for which security is created thereunder, and / or (ii) any new further debenture trust deed and/or any other document as may be made/signed/issued up to additional total face value of ₹15,000 crore; subject to the debentures issued and outstanding at any point in time being within the overall borrowing limits as approved/may be approved by the shareholders' by special resolution under Section 180(1)(c) of the Companies Act, 2013, and each of said resolutions as may be amended or modified or rescinded from time to time.

**RESOLVED FURTHER THAT** the consent of shareholders is hereby accorded to the Board to continue to issue Bonds in the nature of Promissory Notes (TIER II) and/or unsecured non-convertible debentures (TIER II) pursuant to the existing Debenture Trust Deed dated December 6, 2017 for the unutilized limit of Rs.300 crore thereunder from out of the limit of Rs.400 crore in one or more series/tranches from time to time under applicable law including in accordance with the provisions of Section 42 of the Companies Act, 2013 or any other provisions if applicable under the Companies Act 2013, and related rules, provided that the amount already raised together with the amount to be raised shall not result in exceeding the outstanding borrowing limit approved under Section 180(1)(c) of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).

**RESOLVED FURTHER THAT** for the purpose of giving effect to all of the aforesaid special resolution, the Board may authorize any Committee thereof and further the Board or any such Committee thereof be and is hereby authorized to further authorize any person(s), to, on behalf of the Company, to finalize terms, tenor and amount, coupon rate, interest rate, pricing, valuation, invite subscription,

allot debentures, settle, sign, deliver, affix the common seal of the Company, wherever necessary or required, in accordance with law and the Articles of Association of the Company and execute such documents/deeds/writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid special resolution.”

**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 of the Companies Act, 2013, is annexed hereto.
3. The Company has received consents pursuant to Section 101 of the Companies Act, 2013 for convening this Meeting at a shorter notice.

**By Order of the Board of Directors**

Place: Mumbai  
Date: April 26, 2023  
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 businesses mentioned under Item No. 1 of the accompanying Notice dated 26<sup>th</sup> April 2023.

### Item No.1 (Issuance of Debentures)

The Company is desirous of and seeks Shareholders' approval by way of special resolution to:

- (i) At the Extraordinary General Meeting of the Company held on May 16, 2018 ("**Shareholders' Meeting**"), the consent of the shareholders of the Company has been accorded in accordance with Section 180(1)(c) read with Section 180(2) of the Companies Act, 2013 to the Board of Directors of the Company for borrowing, from time to time certain sums of money, notwithstanding that the sum or sums of moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate amount of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), provided however that the maximum amount of money so borrowed by the Board and outstanding at any point in time shall not exceed the limit of Rs.35,000 crores ("**Section 180(1)(c) Resolution**").
- (ii) The Company proposes to maintain the overall outstanding debt limit of the Company under section 180(1)(c) of the Companies Act 2013 at Rs. 35,000 crores.
- (iii) At the Shareholders' Meeting, the shareholders of the Company also passed a resolution in terms of Section 180(1)(a) of the Companies Act, 2013 ("**Section 180(1)(a) Resolution**"), whereby the shareholders of the Company accorded their consent to the Board of Directors of the Company for mortgaging / hypothecating and / or charging assets of the Company for securing the amounts borrowed by the Company subject to the limits under the Section 180(1)(c) Resolution and also for securing the payment of interest thereon and other amounts payable by the Company in respect of the amounts so borrowed by the Company.
- (iv) Pursuant to the Section 180(1)(c) Resolution and the Section 180(1)(a) Resolution, the Board of Directors of the Company at its meeting held on April 29, 2022, decided and approved, inter alia, the issuance of non-convertible, redeemable debentures upto an aggregate amount not exceeding Rs.18,268 crores (Rs. 3,268 crores available under the Debenture Trust Deed (cum Mortgage Deed) and Deed of Hypothecation dated July 3, 2019 (along with Amendment Deeds dated February 12, 2021 and September 1, 2021) and Rs. 15,000 crores under any new trust deed) and the issuance of bonds in the nature of promissory notes (Tier II) and / or unsecured non-convertible debentures (Tier II) upto an aggregate amount not exceeding Rs. 300 crores under existing Debenture Trust Deed dated December 6, 2017; provided however that the total outstanding amount at any point of time shall not exceed the limit of Rs.27,000 crores.
- (v) Company has made issuances of secured, non-convertible, redeemable debentures in multiple tranches aggregating to principal amount of Rs. 1,505 crores under the Debenture Trust Deed (cum Mortgage Deed) and Deed of Hypothecation dated July 3, 2019 (along with Amendment Deeds

dated February 12, 2021 and September 1, 2021) and Rs. 5,431 crores under new Debenture Trust Deed and Deed of Hypothecation dated August 22, 2022 and thus the limit of Rs.1,763 crores and Rs. 9,569 crores remain unutilized as on date from out of said limit of Rs.15,000 crores under each Deed for which security is created thereunder.

(vi) Now, the Company is desirous of and seeks Shareholders' approval by way of special resolution with respect to issuance of debentures by way of private placement under section 42 of the Companies Act, 2013:

(a) continuing to make private placement offers and invitations and issue secured, non-convertible, redeemable debentures (including MLDs if any) in one or more series/tranches from time to time under applicable law, pursuant to and upon the terms and conditions of the Deeds for amounts aggregating up to the unutilised limits of Rs.11,332 crores under the Deeds from out of said limit of Rs.15,000 crores under each deed for which security is created. The terms, the tenor, coupon rate, pricing, valuation and the amount of issuance of such debentures and other terms and conditions for each series/tranche of borrowings shall be as may be decided by the Board from time to time in accordance with prevalent laws/regulations;

(b) in addition to the debentures to be issued pursuant to the Deeds as mentioned above, to further make private placement offers and invitations and issue secured non-convertible, redeemable debentures (including MLDs if any), of total face value not exceeding Rs.15,000 crores, under this point (b) in one or more series/tranches under applicable law, pursuant to and upon the terms and conditions of any new debenture trust deed and/or any other document that may be made/issued/executed. The terms, the tenor, coupon rate, pricing, valuation and the amount of issuance of such debentures and other terms and conditions for each series/tranche of borrowings shall be as may be decided by the Board from time to time in accordance with prevalent laws/regulations

(c) the Company is also desirous of making fresh private placement offers and invitations for issuing Bonds in the nature of Promissory Notes (TIER II) and/or unsecured non-convertible debentures (TIER II) in one or more series/tranches under applicable law pursuant to the existing Debenture Trust Deed dated December 6, 2017 for the unutilised limit of Rs. 300 crores thereunder from out of the limit of Rs. 400 crores, provided that the amount already raised together with the amount to be raised shall not result in exceeding the limit which would be approved under Section 180(1)(c) of the Companies Act 2013. The terms, the tenor, coupon rates, pricing, valuation and the amount of issuance and other terms and conditions for each series/tranche of borrowings shall be as may be decided by the Board from time to time in accordance with prevalent laws/regulations,

Provided that the aforesaid issues under (a), (b) and (c) above shall always be subject to the condition that the outstanding amounts under overall borrowings of the Company shall not at any point of time exceed the overall limit as may be approved by the shareholders under section 180(1)(c).

The Directors recommend the resolution set out at Item No. 1 for the approval of the Members.



Kotak Mahindra Prime

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the accompanying Notice of the EGM.

**By Order of the Board of Directors**

Place: Mumbai  
Date: April 26, 2023

**KIRAN TANGUDU  
COMPANY SECRETARY**

**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:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extraordinary General Meeting of the Company, to be held on Friday, 28<sup>th</sup> April 2023, at 10:00 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
1.	Issuance of Debentures

Signed this..... day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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**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)

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](http://www.kotak.com)

**Extraordinary 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 Extraordinary General Meeting of the Company, to be held on Friday, 28th April 2023, at 10:00 a.m. at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

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

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## ROUTE MAP



Kotak Mahindra Prime Limited

CIN: U67200MH1996PLC097730

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

Tel. No.022-66056825, Fax No. 022-67259086, [service.carfinance@kotak.com](mailto:service.carfinance@kotak.com), website: <https://www.primeloans.kotak.com/>