

NOTICE is hereby given that an Extraordinary General Meeting (the 'Meeting') of the members of Kotak Mahindra Prime Limited (the Company) will be held on Tuesday, 19th March 2024, 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. APPOINTMENT OF MR. PRAKASH KRISHNAJI APTE (DIN: 00196106) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider appointment of Mr. Prakash Krishnaji Apte as an Independent Director of the Company for a period of 5 years with effect from January 1, 2024 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. Prakash Krishnaji Apte (DIN: 00196106), who was appointed as an Additional Director (Independent) with effect from 1st January 2024 and who holds office up to the date of this General Meeting and whose appointment has been recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, for a period of five years, with effect from 1st January 2024 up to 31st December 2028 (both days inclusive) and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one 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.”

2. APPOINTMENT OF MR. TEKUMALLA NIHAR RAMANA RAO (DIN: 07721724) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider appointment of Mr. Nihar Rao as an Independent Director of the Company for a period of 5 years with effect from March 12, 2024 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. Tekumalla Nihar Ramana Rao (DIN: 07721724), who was appointed as an Additional Director (Independent) with effect from 12th March 2024 and who holds office up to the date of this General Meeting and whose appointment has been recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, for a period of five years, with effect from 12th March

Kotak Mahindra Prime Limited

Registered Office: 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051, India; Corporate Office: Kotak Infinity, 6th Floor, Building No.21, Infinity Park, Off Western Express Highway, General A.K.Vaidya Marg, Malad (East), Mumbai 400097, India. CIN: U67200MH1996PLC097730; Tel: 022-61660001; e-mail: kprime.service@kotak.com; website: www.primeloans.kotak.com; Customer Service Call Centre No.: 1800 209 5732 Monday to Saturday between 9:30 am to 6:30 pm

2024 up to 11th March 2029 (both days inclusive) and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one 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. 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.

By Order of the Board of Directors

Place: Mumbai
Date: March 14, 2024
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 & 2 of the accompanying Notice dated 14th March 2024.

Item No. 1**APPOINTMENT OF MR. PRAKASH KRISHNAJI APTE (DIN: 00196106) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Prakash Apte (DIN: 00196106) was appointed as an Additional Director (Independent) of the Company for a period of five years, with effect from 1st January 2024. He holds office up to the date of the ensuing General Meeting of the Company and is eligible to be appointed as a Director. The Nomination & Remuneration of the Company has recommended his appointment as an Independent Director of the Company at its meeting held on 28th December 2023, for a period of five years, with effect from 1st January 2024 (both days inclusive).

Mr. Prakash Apte, aged 69 years, is a B.E. (Mechanical), served as Managing Director of Syngenta India Limited (“SIL”), an agricultural business company in India and a subsidiary of Syngenta Group, one of the largest research based agribusiness in the world, from November 2000 to April 2011. Mr. Apte has been the Non-Executive Chairperson of SIL from May 2011 till September 2021. He was instrumental in setting up the Syngenta Foundation India which focuses on providing knowledge and support for adopting scientific growing systems to resource poor farmers and enabling their access to market. In a career spanning over 40 years, he has extensive experience in various areas of management, business leadership and agriculture sector. In the more than 16 years of successful leadership experience in agriculture business, he has gained diverse knowledge in various aspects of businesses and has been involved with many initiatives for technology, knowledge and skills upgradation in this sector, which is vital for India’s food security. Besides his current directorship in various listed and unlisted companies given above, he was also on the Boards of Syngenta Foundation India and Indo-Swiss Centre of Excellence up to 15th July, 2021 and 8th June, 2021, respectively.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 29th December 2023 approved the appointment of Mr. Prakash Apte as an Additional Director (Independent) of the Company for a period of five years, with effect from 1st January 2024.

Mr. Prakash Apte does not hold any shares of the Company. He is also a Director in Kotak Mahindra Life Insurance Company Limited, Kotak Mahindra Investments Limited, GMM Pfudler limited, Blue Dart Express Limited and Fine Organic Industries 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. Prakash Apte fulfills the conditions specified under the Companies Act, 2013, RBI guidelines and SEBI LODR Regulations for appointment as an Independent Director.

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

Except Mr. Prakash Apte 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. 2

APPOINTMENT OF MR. Mr. TEKUMALLA NIHAR RAMANA RAO (DIN: 07721724) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Tekumalla Nihar Ramana Rao (DIN: 07721724) was appointed as an Additional Director (Independent) of the Company for a period of five years, with effect from 12th March 2024. He holds office up to the date of the ensuing General Meeting of the Company and is eligible to be appointed as a Director. The Nomination & Remuneration of the Company has recommended his appointment as an Independent Director of the Company at its meeting held on 12th March 2024, for a period of five years, with effect from 12th March 2024 (both days inclusive). Detailed profile of Mr. Tekumalla Nihar Ramana Rao is given below:

- Strategic leadership skills with strengths in Digital Transformation, IT Governance
- Expertise in technology-enabled transformation in greenfield / brownfield service businesses
- Ability to manage business operations at scale | Strong change management skills

➤ **Professional Experience – Key Engagements**

Hathway Cable Limited: Media & ISP Services – Digital Transformation – Interim CIO

- Manage the migration of a legacy billing and customer care system to a stable international platform
- Set up a formal BSS & IT Organisation, governance and data analytics capability

Reliance Communications: Wireless Telco – CIO – Operations Transformation – Wireless Business

- Overseeing operations of a cross-functional business-critical customer wireless recharge channel for the wireless mobile business.
- Inculcate data-driven approaches to diagnose and resolve operations problems.

Kotak Life Insurance: Life Insurance Company – Greenfield Business - CTO

- Establish greenfield business and IT systems for the life insurance business
- Earliest installation of straight-through policy processing using image enabled workflow systems

Indian Hotels Co (Taj Hotels): Leading Hotel Chain - Digital Transformation – Interim CIO

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- Transform tech-enabled business capabilities – connect hotels to GDS, establish centralised reservation centres, create unified customer profiles, last-room availability, centralised IT organization
- Earliest installation of straight-through policy processing using image enabled workflow systems

Hutchison Max and Reliance Telecom - Wireless Telco – Greenfield Business – Head of Billing & IT

- Establish business IT systems for greenfield mobile services operations, metro and state operations.
- First centralised prepaid and post-paid charging systems for multi-state-operations

➤ **Professional Experience (Reverse Chronological Order)**

Role	Client/Employer	Time Frame
Founder Partner	Bellpepper Digital Transformation Advisors	2019-on
Independent expert on SEBI-mandated Technology & IT Strategy committees	Axis AMC	2019-on
Consultant – Technology	Repro Books Limited	2023-24
Advisor	Educational non-profit mentoring talented school children	2021-23
Interim CIO and Advisor	Hathway Cable Limited – independent advisor	2014-18
CIO / CTO / Head – Billing & IT	Globecom Telecom – West Africa, Reliance Communications, Kotak Life, Taj Group of Hotels, Reliance Telecom, Hutchison Max Telecom (now Vodafone)	1995-14

➤ **Professional Experience (Reverse Chronological Order)**

Qualification	Institute	Year
B.Tech Electrical Engineering	IIT Delhi	1979
PGDM (Systems & Finance)	IIM Calcutta	1982

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 12th March 2024 approved the appointment of Mr. Nihar Rao as an Additional Director (Independent) of the Company for a period of five years, with effect from 12th March 2024.

Mr. Nihar Rao does not hold any shares of the Company.

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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. Nihar Rao fulfills the conditions specified under the Companies Act, 2013, RBI guidelines and SEBI LODR Regulations for appointment as an Independent Director.

The Directors recommend the Special Resolution at Item No. 2 of the accompanying notice for approval of the members of the Company.

Except Mr. Nihar Rao 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.

By Order of the Board of Directors

Place: Mumbai
Date: March 14, 2024

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) holdingEquity 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 Extraordinary General Meeting of the Company, to be held on Tuesday -19th March 2024, 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.	APPOINTMENT OF MR. PRAKASH APTE (DIN: 00196106) AS AN INDEPENDENT DIRECTOR OF THE COMPANY
2.	APPOINTMENT OF MR. NIHAR RAO (DIN: 07721724) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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Signed this..... day of..... 2024

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.

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(CIN: U67200MH1996PLC097730)

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Extraordinary General Meeting

Attendance Slip

DPID	Client ID	Folio No.	No. of Shares

Name of the Shareholder _____

Address _____

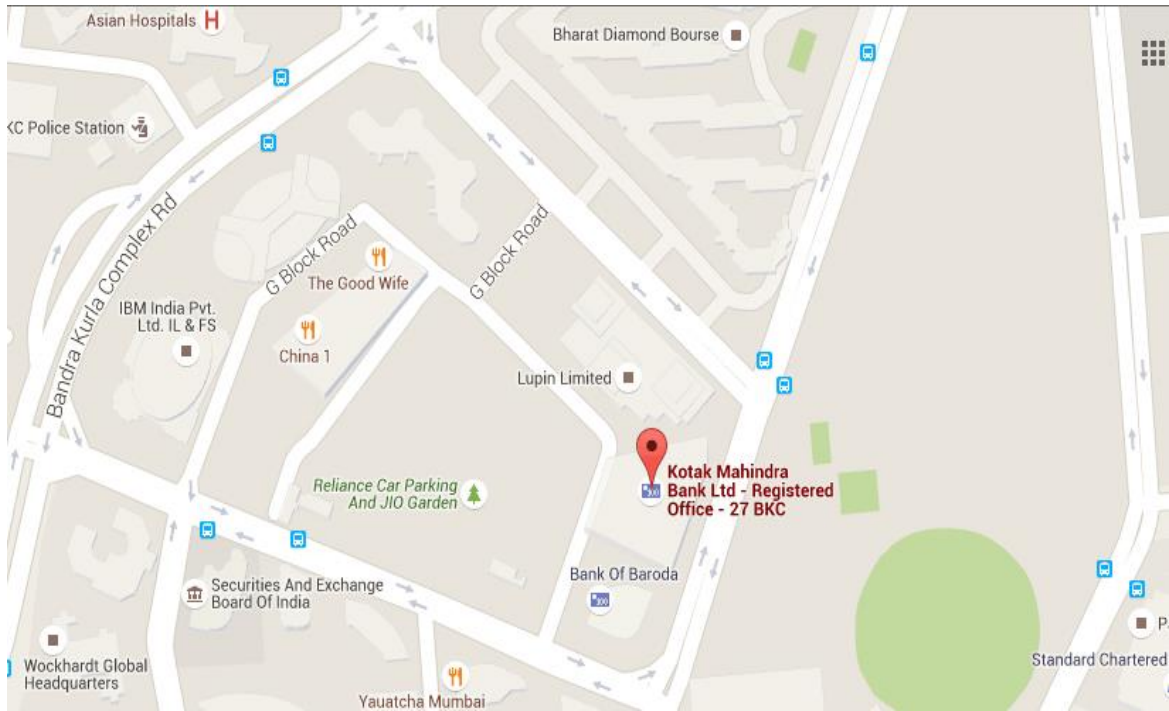
Name of Proxy _____

I hereby record my presence at the Extraordinary General Meeting of the Company, to be held on Tuesday, 19th March 2024, 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
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