

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

MEANT FOR USE OF THE ADDRESSEE ONLY



Registered Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, India.
Tel. No.022-43360488, Fax No. 022-67132403, website: www.carloan.kotak.com

Correspondence Address of Mumbai Office: Kotak Infiniti, 6th Floor, Building No.21, Infinity Park,
Off Western Express Highway, General A.K.Vaidya Marg, Malad (East), Mumbai 400 097.
Tel. No. 022-6605 6284/6285/6286/6277/6278/6279, Fax No. 022-67259076/86

Shelf Disclosure Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 6, 2008, as amended vide Circular No. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Issue by Kotak Mahindra Prime Limited (The "Company" or the "Issuer") of Secured, Redeemable, Non-Convertible Debenture with a face value of ₹10,00,000/- each (Rupees Ten Lacs only) (The "Debentures" or "NCDS"), for a total issue size of ₹450 crores with an option to retain over-subscription of Rs.100 crores aggregating to Rs.550 crore on Private Placement basis.

GENERAL DISCLAIMER:

This Shelf Disclosure is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Kotak Mahindra Prime Limited (the "Issuer"). This Schedule is for the exclusive use of the institutions to whom it is delivered and it should not be circulated or distributed to third parties. It cannot be acted upon by any person other than to whom it has been specifically addressed. Multiple copies hereof given to the same entity shall be deemed to be offered to the same person. No document in relation to the Issuer or this issue of Debentures has been delivered for registration to any authority.

Each series of Debentures offered pursuant to this Shelf Disclosure shall be subject to the terms and conditions pertaining to the Debentures outlined hereunder as modified / supplemented by the terms of the respective term sheets filed with the Stock Exchange in relation to such series and other documents in relation to such issuance. The terms and conditions contained in this Shelf Disclosure shall be read in conjunction with the provisions (as may be mutually agreed between the issuer and respective debenture holders from time to time) contained in the respective Term Sheet(s), and in case of any repugnancy, inconsistency or where there is a conflict between the terms and conditions as are stipulated in the respective Term Sheets on one hand, and the terms and conditions in the Shelf Disclosure (and necessary addendums to the Shelf Disclosure) on the other, the provisions contained in the Term Sheets shall prevail over and override the provisions of the Shelf Disclosure (and necessary addendums to the Shelf Disclosure) for all intents and purposes.

GENERAL RISK:

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved. The Debentures have not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document.



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DEFINITIONS

Addendum	A periodic statement detailing changes to the Schedule.
Act/Companies Act	The Companies Act, 2013 as amended from time to time.
Debentures	Debenture means Redeemable, Non-Convertible Debentures.
Debenture holder	The holders of the Debentures issued by the Company from time to time.
Depository	National Securities Depository Limited. (NSDL) and/or Central Depository Services Limited (CDSL).
Issue	Secured, Redeemable, Non-Convertible Debenture with a face value of ₹ 10,00,000/- each (Rupees Ten Lacs only) (The "Debentures" or "NCDS"), (The "Issue") on Private Placement basis.
Issuer / Company / KMPL	Kotak Mahindra Prime Limited, a public limited company incorporated under the Companies Act. (Formerly known as Kotak Mahindra Primus Limited)
Registered Office SEBI	27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, India. Securities and Exchange Board of India constituted under The Securities and Exchange Board of India Act, 1997 (as amended from time to time).
Share Capital	Share Capital means equity share capital of the Company and include preference share capital issued/to be issued by the Company.
Schedule	This Schedule through which the Debentures are being offered for private placement.
Stock Exchange	Bombay Stock Exchange Limited.
Term sheet	The Term Sheet relating to each issue and allotment of Debentures pursuant to this Schedule from time to time, which shall contain the detailed terms and conditions of the issue of such Debentures.
Trustees	Trustees for the debenture holders

ABBREVIATIONS USED

AFC	Asset Finance Company
BSE	Bombay Stock Exchange Limited
BL	Bank Loan
CC	Cash Credit
CDSL	Central Depository Services Limited
CRISIL	Credit Rating Information Services of India Limited
DP	Depository Participant
DP- ID	Depository Participant Identity Number
FCII	Ford Credit International Inc. USA
FI	Financial Institutions
FII	Foreign Institutional Investors
FY	Financial Year
GDP	Gross Domestic Product
ICRA	Information and Credit Rating Agency of India Limited
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory Development Authority of India
Issuer / Company / KMPL	Kotak Mahindra Prime Limited (Formerly Kotak Mahindra Primus Limited)
KMBL	Kotak Mahindra Bank Limited
KYC	Know Your Customer
MUV	Multi Utility Vehicle
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NCD	Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ("Bonds") (Tier II capital)
NPA's	Non-Performing Assets
NRI(s)	Non Resident Indian(s)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlements
SEBI	Securities and Exchange Board of India
WCDL	Working Capital Demand Loan



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Cautionary Note

This Schedule is not intended to provide the sole basis of any credit decision or other evaluation and should not be considered as a recommendation that any recipients of this Schedule should invest in the Debentures proposed to be issued by the Issuer. Each potential investor should make its own independent assessment of the investment merit of the Debentures and the Issuer. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyze such investment and the suitability of such investment to such investor's particular circumstance.

This Schedule is made available to potential investors on the strict understanding that it is confidential. Recipients shall not be entitled to use any of the information otherwise than for the purpose of deciding whether or not to invest in the Debentures.

No person including any employee of the Issuer has been authorized to give any information or to make any representation not contained in this Schedule. Any information or representation not contained herein must not be relied upon as having being authorized by or on behalf of the Issuer. Neither the delivery of this Schedule at any time nor any statement made in connection with the offering of the Debentures shall under the circumstances imply that any information / representation contained herein is correct at any time subsequent to the date of this Schedule.

The distribution of this Schedule or the application forms and the offer, sale, pledge or disposal of the Debentures may be restricted by law in certain jurisdictions. This Schedule does not constitute an offer to sell or an invitation to subscribe to the Debentures in any jurisdiction to any person to whom it is unlawful to make such offer or invitation in such jurisdiction. Persons into whose possession this Schedule comes are required by the Issuer to inform them about and observe any such restrictions. The sale or transfer of these Debentures outside India may require regulatory approvals in India, including without limitation, the approval of the RBI.

RISK FACTORS

Internal Risk Factors

1. Operational and System Risk

The Company is faced with operational and system risk as a result of a range of factors viz. improper authorizations, inappropriate documentation, failure in maintenance of proper security policies, frauds, inadequate training and employee errors. Further, the security risk in terms of handling information technology related products involves certain risks like data loss, confidentiality, and business continuity and network security.

2. Contingent liabilities of the Company

The contingent liabilities are claims against the Company as at March 31, 2015 aggregating to ₹13,09,11,000/- and have not been acknowledged as debts.

External Risk Factors

1. Market Risk (Product Demand)

The Company is in the business of car financing. The Company also offers loans against marketable securities and corporate loans. The overall demand for the Company's products is linked to macro economic parameters like GDP growth, demand for cars and overall demand for credit. Any adverse movement in these factors will have an adverse impact on the business of the Company. The performance may also be affected by political / economic developments and natural disasters like earthquake, flood, drought, etc. These factors may affect the finance industry as well as the recovery of dues from the customers.

2. Market Risk (Competition)

The Company operates in a highly competitive environment resulting in a pressure on the spreads earned by the Company.

3. Credit Risk

Being a financial intermediary, the Company faces credit risk of default by the customers.



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4. Interest rate / Liquidity Risk

The economic value of the Company's assets and liabilities are affected by variations in market interest rate. Further, the liquidity risk is the potential inability of the Company to meet its liabilities as they become due.

5. Legal and Statutory Risk

The Company is regulated by RBI and is required to comply with statutory enactment's including the Companies Act, The RBI Act, 1934 and the regulations, guidelines and prudential norms issued by RBI thereunder, SEBI guidelines, as applicable, and other applicable laws and regulations.

6. Litigations

There are several legal proceedings against the Company and the Company's Directors. We are defendants in a number of legal proceedings incidental to our business and operations.

7. Change in Management Personnel

Turnover of key management personnel and impact on day to day working of the Company.



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SECTION A: ISSUER INFORMATION

a. NAME AND ADDRESS OF THE FOLLOWING:

i. NAME AND ADDRESS OF THE REGISTERED OFFICE:

Kotak Mahindra Prime Limited
(Formerly known as Kotak Mahindra Primus Ltd)
CIN U67200MH1996PLC097730
27BKC, C 27, G Block, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051.

ii. NAME AND CORRESPONDENCE ADDRESS OF MUMBAI OFFICE:

Kotak Mahindra Prime Limited
(Formerly known as Kotak Mahindra Primus Ltd)
Kotak Infiniti, 6th Floor,
Building No.21, Infinity Park,
Off Western Express Highway,
General A.K.Vaidya Marg, Malad (East),
Mumbai – 400 097.
Tel. No. 022 – 6605 6284, Fax No. 022 – 6725 9076

iii. HEAD ACCOUNTS/COMPLIANCE OFFICER:

Mr. Harish Shah
Kotak Mahindra Prime Limited
Kotak Infiniti, 6th Floor,
Building No 21, (Infinity Park,
Off Western Express Highway,
General A.K.Vaidya Marg, Malad (East),
Mumbai – 400 097
Tel. No. 022 – 6605 6226, Fax No: 022 – 6725 9086
Email id: harish.shah@kotak.com
Investor Grievance Email id : investorgrievance.kmp@kotak.com

iv. ARRANGER:

As mentioned in the applicable Term Sheet of the investor.

v. DEBENTURE TRUSTEES:

IDBI Trusteeship Services Limited
Asian Building,
Ground Floor, 17 R. Kamani Marg,
Ballard Estate, Mumbai – 400 001
Tel. No. 022 – 4080 7000, Fax No.: 022 – 6631 1776

vi. REGISTRAR TO THE ISSUE:

Link Intime India Private Limited
C – 13, Pannalal Silk Mills compound,
L.B.S. Marg, Bhandup (W),
Mumbai – 400 078
Tel. No. 022 – 2596 3838, Fax No. 022 – 2594 6979
website: www.linkintime.co.in
Email: isrl@intimespectrum.com

vii. CREDIT RATING AGENCIES:

a. CRISIL Limited.

CRISIL House,



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Central Avenue,
Hiranandani Business Park,
Powai, Mumbai - 400 076

b. ICRA Limited.

Electric Mansion, 3rd Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025.

c. India Ratings & Research, A Fitch Group Company

Wockhardt Tower, Level 4, West Wing,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

viii. AUDITORS:

Deloitte Haskins & Sells LLP
Chartered Accountants
(Registration No.117366W/W-100018)

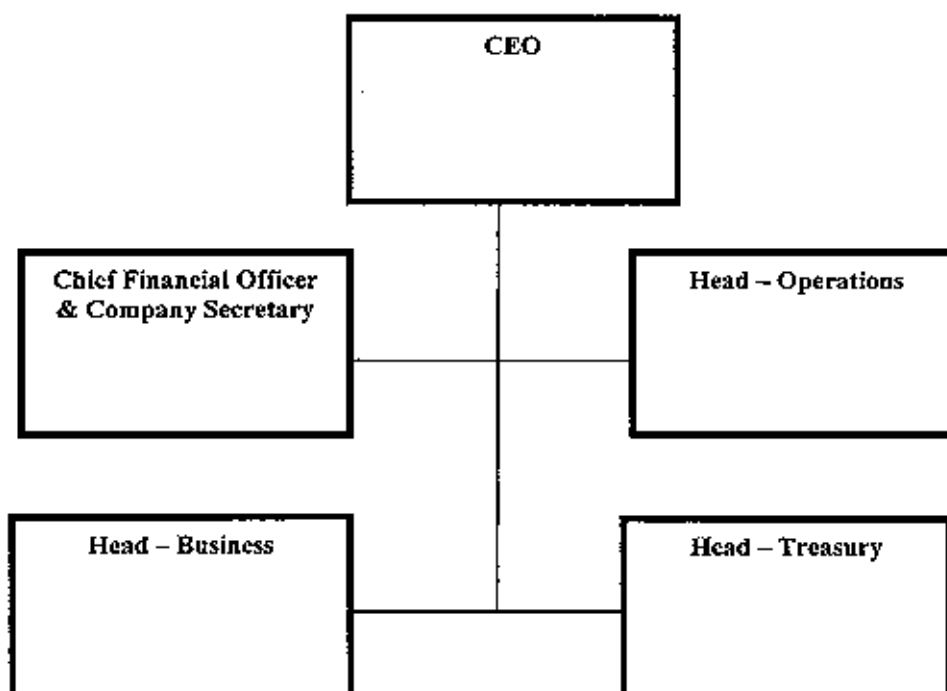
b. BRIEF SUMMARY OF THE BUSINESS/ ACTIVITIES AND LINE OF BUSINESS:

i. OVERVIEW:

The Company is a systemically important NBFC not accepting public deposits (NBFC-ND-SI). The Company has been certified as an "Asset Finance Company" (AFC) by the RBI. The Company is primarily in the business of car financing that encompasses major portion of the Company's assets. The Company offers finance options in the form of hire purchase, lease, loans for the entire range of passenger cars and multi utility vehicles and inventory/infrastructure funding to car dealers. The Company has entered into strategic arrangement with various car manufacturers in India for being their preferred financier. The Company provides other value-added and advisory services to manufactures which further augments its strong relationships with manufacturers.

The Company has leveraged on the Kotak Group expertise and offers loans against marketable securities and corporate loans. Additionally, the company also looks for opportunities to provide loans and advances which it may choose to downsell in the market. Also it leverages on the Kotak Group expertise in the Asset Reconstruction business to procure stress assets.

ii. CORPORATE STRUCTURE: Particulars of the management of the Company.



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Vyomesh Kapasi (CEO):

He is the CEO of the Kotak Mahindra Prime Limited (KMP). He has a total experience of 25 years. Out of which he has been a part of Kotak Group for 19 years. Out of his 19 years at Kotak Group for nearly 14 years he was associated with retail auto finance.

He Joined Kotak Mahindra Finance Ltd on 11th Aug 1994 as Assistant Manager and was posted at Ahmedabad in the Car Finance division. He was promoted as Associate Vice President on April 1, 1996. In November 1996 he was made responsible for Western region as Regional Head and also moved to Kotak Mahindra Primus Ltd when the company was formed. On July 1, 2002 he was nominated on the Operating Committee to take part in all Strategic decisions. In Jan 1, 2003 he was promoted as Senior Vice President and moved from Ahmedabad to Mumbai – HO. In this new role he was handling West & South region. On October 4th, 2005 he was made Chief Operating Officer and was in charge of all India retails sales, credit, collection and operation.

Vyomesh moved to Kotak Mahindra Bank in April 2006, as Business Head for Unsecured Personal Loans. In April 2011 he was promoted as Executive Vice President and moved back to KMP as Chief Executive Officer in June 2011.

iii. KEY OPERATIONAL AND FINANCIAL PARAMETERS FOR THE LAST THREE AUDITED YEARS:

Parameters	In ₹ Laacs		
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Net Worth	335,071.95	2,84,373.16	2,35,291.78
Total Debt	1,632,635.38	15,62,771.77	15,68,501.38
Of which – Non Current Maturities of			
Long Term Borrowing	553,510.96	5,40,312.34	5,97,139.51
- Short Term Borrowing	483,375.71	3,94,405.19	4,78,695.58
- Current Maturities of			
Long Term Borrowing	595,748.72	6,28,054.25	4,92,666.29
Net Fixed Assets	2,750.32	2,803.92	2,906.63
Non Current Assets	9,23,538.86	8,58,198.02	7,74,886.32
Cash and Cash Equivalents	29,985.80	77,788.67	19,863.19
Current Investments	58,500.47	54,226.02	87,148.84
Non-Current Investments	33,859.74	27,080.26	29,310.73
Current Assets (incl Loans & Adv)	1,011,650.51	9,01,008.32	9,51,149.99
Non-Current Assets (incl Loans & Adv and DTA)	9,34,681.42	8,67,889.78	7,85,216.97
Current Liabilities	92,345.52	73,139.62	63,474.09
Non-Current Liabilities	11,375.41	10,512.42	8,329.10
Assets Under Management	2,071,428.26	19,30,796.97	18,75,596.35
Off Balance Sheet Assets			
Interest Income	243,967.83	2,33,369.07	2,08,486.35
Interest Expense	151,897.40	146,332.09	1,34,534.30
Provisioning & Write-offs	5,026.99	5,903.57	3,745.99
PAT	50,736.07	49,117.61	43,069.96
Gross NPA(%)	0.75	0.59	0.4
Net NPA(%)	0.43	0.31	0.2
Tier I Capital Adequacy Ratio (%)	15.32	13.54	11.76
Tier II Capital Adequacy Ratio (%)	3.03	3.48	3.67



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DEBT EQUITY RATIO PRIOR TO AND AFTER ISSUE:

The debt equity ratio as on March 31, 2015 is 4.87:1; The debt equity ratio is expected to be in the range of 5.0:1 to 5.1:1 by March 31, 2016.

iv. PROJECT COST AND MEANS OF FINANCING:

Not Applicable

c. BRIEF HISTORY OF THE ISSUER SINCE ITS INCORPORATION AND DETAILS OF ACTIVITIES

BRIEF HISTORY OF THE COMPANY

The Company is a wholly owned subsidiary of the Kotak Group. The Company is primarily in the business of car financing that encompasses major portion of the Company's assets. The Kotak group is one of India's leading banking and financial services organizations, with offerings across personal financial services; commercial banking; corporate and investment banking; stock broking; asset management and life insurance.

The Company was incorporated on February 28, 1996 under the name and style of Komaf Auto Finance Private Limited. Subsequently, on 29th August 1996, the Company was converted into a Public Limited Company and the word "Private" was deleted from its corporate name w.e.f. 13th September 1996. The name of the Company was changed to Kotak Mahindra Primus Limited on October 17, 1996. The Company commenced operations on November 1, 1996.

Initially, Kotak Mahindra Prime Limited (KMP) was a joint venture between Kotak Mahindra Bank Limited (KMB) (formerly Kotak Mahindra Finance Limited) holding 60% of the paid up equity share capital and Ford Credit International, Inc (FCII), U.S.A. holding 40% of the paid up equity share capital. On June 1, 2005, the two partners announced the realignment of their Joint Venture in India. Subsequent to the receipt of regulatory approvals, the 40% stake, earlier held by FCII, was acquired on October 4, 2005 by Kotak Mahindra Investments Limited (KMIL), a 100% subsidiary of KMB. Post the Joint Venture realignment the name of the Company was changed to Kotak Mahindra Prime Limited after getting necessary clearances from the Registrar of Companies on December 1, 2005.

On January 30, 2006 the Company allotted equity shares to Kotak Mahindra Asset Management Company Limited on preferential allotment basis. Further in March 2007, Kotak Securities purchased Kotak Mahindra Investments Limited (KMIL) stake in KMP as a part of an internal financial restructuring. Further, on October 29, 2007, the Company allotted 2,54,900 equity shares to Kotak Securities Limited on preferential allotment basis. Further, on November 3, 2008 Kotak Securities Limited purchased an additional 1.1% stake in the company from Kotak Mahindra Asset Management Co Ltd., as on March 31, 2010, the company allotted 2,33,300 equity shares to Kotak Securities Limited on preferential allotment basis.

The current shareholding composition is as follows: Kotak Mahindra Bank Limited (51 %), Kotak Securities Limited (49 %).

DETAILS OF ACTIVITIES

The Company is primarily in the business of car financing that encompasses major portion of the Company's assets. The Company offers finance options in the form of hire purchase, lease, loans for the entire range of passenger cars and multi utility vehicles and inventory/ infrastructure funding to car dealers. The Company has leveraged on the Kotak Group expertise and offers loans against marketable securities and corporate loans. Additionally, the Company also looks for opportunities where it may choose to down sell Corporate loans and procure Stress Assets in the market, to increase revenues and its product basket.

- The Company has total earning assets at about ₹20,187 crores, of which car finance assets constitute about ₹14,726 crores, as at March 31, 2015.
- The Company has presence in major car markets across 77 branches in India, including representative offices, and has a distribution network supported by Direct Marketing Associates, brokers and distribution agencies and services around 3.70 lakh live customers as at March 31, 2015



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- The Company has consistently been a prominent player in the car finance market.
- The Company has excellent and growing relationships with the manufacturers across various car models. Dealer finance business group offers support for all dealer funding requirement and leverages it for securing retail business for the company.
- The Company's car finance portfolio asset quality is among the strongest in the domestic car finance industry.

i. SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2015:

Share Capital	₹
Authorized Share Capital	6,50,00,000.00
Issued, Subscribed and Paid-up Share Capital	4,49,52,000.00

ii. CAPITAL STRUCTURE AS ON MARCH 31, 2015 AND FOR THE LAST FIVE YEARS:

Quarter End/ Year End	Date of Change (AGM/EGM)	₹	Particulars
31-Mar-15	No change	4,49,52,000.00	
31-Mar-14	No change	4,49,52,000.00	
31-Mar-13	No change	4,49,52,000.00	
31-Mar-12	No change	4,49,52,000.00	
31-Mar-11	29-Mar-11	4,49,52,000.00	10,00,000 Redeemable Preference shares issued on 29 th March 2011 @ 10 plus Premium of ₹990 (Kotak Mahindra Capital Company Limited: 5,00,000 Shares; Kotak Mahindra Asset Management Company Limited :2,50,000 Shares; Kotak Investment Advisors Limited:2,50,000 Shares)
31-Mar-10	27-Mar-10	3,49,52,000.00	23,33,000 equity shares issued to Kotak Securities on 27 th March 2010 @ 10 plus Premium 3,740/-

iii. EQUITY SHARE CAPITAL HISTORY OF THE COMPANY AS ON MARCH 31, 2015:

Quarter End/ Year End	Date of Allotment	No of Equity Shares	Face Value (₹)	Issue Price (₹)	Consideration (Cash, other than cash etc)	Nature of Allotment	Cumulative			Remarks
							No of equity shares	Equity Share Capital (₹)	Equity Share Premium (₹)	
31-Mar-15		0	10				3495200	34952000		
31-Mar-14		0	10				3495200	34952000		
31-Mar-13		0	10				3495200	34952000		
31-Mar-12		0	10				3495200	34952000		
31-Mar-11		0	10				3495200	34952000		
31-Mar-10	27-Mar-10	233300	10	10	874875000	Preferential	3495200	34952000	872542000	Issued to Kotak Securities

iv. DETAILS OF ACQUISITION OR AMALGAMATION IN THE LAST 1 YEAR:

None

v. DETAILS OF ANY REORGANIZATION OR RECONSTRUCTION IN THE LAST 1 YEAR:

None

d. DETAILS OF THE SHAREHOLDING OF THE COMPANY AS ON THE MARCH 31, 2015 (quarter end):

i. SHAREHOLDING PATTERN OF THE COMPANY AS ON MARCH 31, 2015:

Sr. No.	Particulars	Total No of Equity Shares	No of Shares in demat form	Total Shareholding as % of total no. equity shares
1	Kotak Mahindra Bank Limited	17,82,600	17,82,600	51
2	Kotak Securities Limited	17,12,600	17,12,600	49
		34,95,200		

ii. LIST OF TOP TEN HOLDERS OF EQUITY SHARES OF THE COMPANY AS ON MARCH 31, 2015:

Sr. No.	Name of the Shareholders	Total No of Equity Shares	No of Shares in demat form	Total Shareholding as % of total no of equity shares
1	Kotak Mahindra Bank Limited	17,82,600	17,82,600	51
2	Kotak Securities Limited	17,12,600	17,12,600	49



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

e. DETAILS REGARDING THE DIRECTORS OF THE COMPANY:

i. DETAILS OF CURRENT DIRECTORS OF THE COMPANY:

Name	Designation	DIN	Date of Birth	Address	Director of the Company since	Details of other directorship
Mr. Uday Kotak	Chairman	00007467	15/03/1959	62, NCPA Apartments, Dorabjee Tata Marg, Nariman Point, Mumbai – 400 021.	13/12/1996	Kotak Mahindra Bank Limited Kotak Securities Limited Kotak Mahindra Asset Management Company Limited Kotak Mahindra Capital Company Limited Kotak Mahindra Old Mutual Life Insurance Limited Kotak Mahindra Prime Limited Kotak Forex Brokerage Limited Kotak Mahindra Investments Limited The Mahindra United World College of India – Governing member (section 25 company) Indian Council for research on International Economic Relations- Member Board of Governors National Institute of securities Markets- Member Board of Governors
Mr. Dipak Gupta	Director	00004771	13/02/1961	Flat No.32, A-Wing, Tanna Residency, 392, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025	28/02/1996 Since incorporation	Kotak Mahindra Bank Limited Kotak Mahindra Prime Limited Kotak Mahindra Investments Limited Kotak Forex Brokerage Limited Kotak Mahindra Capital Company Limited Kotak Mahindra Old Mutual Life Insurance Limited



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Name	Designation	DIN	Date of Birth	Address	Director of the Company since	Details of other directorship
Ms. Shanti Ekambaram	Director	00004889	14/09/1962	101A, Kalpataru Habitat, Dr. S.S. Rao Road, Parel, Mumbai - 400 012	04/10/2005	Kotak Mahindra Prime Limited Kotak Investment Advisors Limited Kotak Securities Limited Kotak Mahindra Financial Services Limited Kotak Mahindra Investments Limited
Mr. Narayan S.A.	Director	00007404	09/11/1960	2 nd Floor, Silvaes (Clare Villa), Plot No. 502, 13 th Road, Chembur, Mumbai - 400 071	09/04/2010	Kotak Securities Limited Infina Finance Private Limited ACE Derivatives and Commodity Exchange Limited
Prof. Mahendra Dev	Director	06519869	27/09/1957	Directors Qtrs, IGIDR Campus, Gen A. K. Vaidya Marg, Goregaon (East), Mumbai - 400 065	30/03/2015	Kotak Mahindra Bank Limited Kotak Mahindra Prime Limited
Mr. Chandrashekhar Sathe	Director	00017605	01/09/1950	C-10, Dattaguru Co-Operative Housing Society, Deonar, Mumbai - 400 088	30/03/2015	Kotak Mahindra company Kotak Mahindra Trustee Limited Kotak Mahindra Trusteeship Services Limited Infinitum Productions Private Limited Kotak Commodity Services Limited Kotak Mahindra Prime Limited Kotak Mahindra Investments Limited



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ii. DETAILS OF CHANGE IN DIRECTORS SINCE LAST THREE YEARS:

Name	Designation	DIN	Date of Appointment/ Resignation	Director of the Company since (in case of resignation)	Remark
Mr. C Jayaram	Director	00012214	24/04/2013	03/10/1996	
Mr. Arvind Kathpalia	Director	02630873	30/03/2015	16/04/2009	
Mr. Mohan Sheno	Director	01603606	30/03/2015	16/06/2007	
Mr. K.V. S. Manian	Director	00031794	30/03/2015	09/04/2010	
Mr. Sumit Bali	Director	02896088	30/03/2015	01/06/2011	
Mr. Jaimin Bhatt	Director	00003657	30/03/2015	24/07/2007	
Mr. Uday Kotak	Chairman	00007467	13/12/1996		
Mr. Dipak Gupta	Director	00004771	28/02/1996		
Ms. Shanti Ekambaram	Director	00004889	04/10/2005		
Mr. Narayan S. A.	Director	00007404	09/04/2010		
Prof. Mahendra Dev	Director	06519869	30/03/2015		
Mr. Chandrashekhar Sathe	Director	00017605	30/03/2015		

f. DETAILS REGARDING THE AUDITORS OF THE COMPANY:

i. DETAILS OF THE AUDITORS OF THE COMPANY:

Name	Address	Auditor Since
DELOITTE HASKINS & SELLS LLP	Indiabulls Finance Centre Tower 3, 27 th – 32 nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai – 400 013, Maharashtra, India.	03 Jun 2014



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ii. Details of change in auditor since last three years:

Name	Address	Date of Appointment/Resignation	Auditor of the Company since (in case of resignation)	Remarks
M/s Deloitte Haskins & Sells LLP, Chartered Accountants	Indiabulls Finance Centre Tower 3, 27 th – 32 nd Floor Senapati Bapat Marg Elphinstone Road (West) Mumbai – 400 013	03-Jun-14		
M/s Deloitte Haskins & Sells, Chartered Accountants	Indiabulls Finance Centre Tower 3, 27 th – 32 nd Floor Senapati Bapat Marg Elphinstone Road (West) Mumbai – 400 013	Expressed inability to be re appointed vide letter dated 16-04-2014	23-Nov-06	
same as above				

a. DETAILS OF BORROWINGS OF THE COMPANY, AS ON MARCH 31, 2015:

i. DETAILS OF SECURED LOAN FACILITIES:-

Lender's name (As on 31.03.15)	Type of facility	Amt sanctioned (₹ In crs)	Principal Amt outstanding (₹ In crs)	Repayment date/Schedule	Security
Abu Dhabi Commercial Bank	BL	25	15	18-Dec-15	Refer Note Below
Andhra Bank	CC	200	200	10-Apr-15	Refer Note Below
Bank of Baroda	CC/WCDL/BL	400	20	04-Apr-15	Refer Note Below
Bank of Baroda	CC/WCDL/BL		80	06-Apr-15	Refer Note Below
Bank of Baroda	BL		100	28-Mar-16	Refer Note Below
Bank of Baroda	BL		75	27-Mar-17	Refer Note Below



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Lender's name (As on 31.03.15)	Type of facility	Amt sanctioned (₹ In crs)	Principal Amt outstanding (₹ In crs)	Repayment date/Schedule	Security
Bank Of India	BL	875	125	24-Mar-16	Refer Note Below
Bank Of India	BL		175	25-Mar-16	Refer Note Below
Bank Of India	BL		25	30-Mar-16	Refer Note Below
Bank Of Nova Scotia	CC/WCDL/BL	225	100	28-Aug-15	Refer Note Below
Bank Of Nova Scotia	CC/WCDL/BL		100	24-Jul-15	Refer Note Below
Bank Of Nova Scotia	CC/WCDL/BL		25	24-Apr-15	Refer Note Below
CITI Bank	CC/WCDL/BL	300	100	13-Jul-15	Refer Note Below
CITI Bank	CC/WCDL/BL		100	21-Aug-15	Refer Note Below
CITI Bank	CC/WCDL/BL		100	28-Aug-15	Refer Note Below
Corporation Bank	BL	250	20	23-Jul-15	Refer Note Below
Corporation Bank	BL		50	30-Sep-15	Refer Note Below
Corporation Bank	BL		45	24-Mar-16	Refer Note Below
Deutsche Bank AG	BL	350	75	02-Jul-15	Refer Note Below
Deutsche Bank AG	BL		75	18-Sep-15	Refer Note Below
Deutsche Bank AG	BL		60	30-Dec-16	Refer Note Below
Indian Bank	BL	600	50	26-Jun-15	Refer Note Below
Indian Bank	BL		15	30-Jul-15	Refer Note Below
Indian Bank	BL		35	31-Jul-15	Refer Note Below
Indian Bank	BL		100	31-Dec-15	Refer Note Below
Indian Bank	BL		75	28-Mar-16	Refer Note Below
Indian Bank	BL		125	29-Jul-16	Refer Note Below
Indian Bank	BL		10	30-Dec-15	Refer Note Below
Indian Bank	BL		10	30-Dec-16	Refer Note Below
Indian Bank	BL		10	29-Dec-17	Refer Note Below
Indian Bank	BL		35	24-Mar-16	Refer Note Below
Indian Bank	BL		35	27-Mar-17	Refer Note Below
Indian Bank	BL		35	27-Mar-18	Refer Note Below
IndusInd Bank	CC	200	100	10-Apr-15	Refer Note Below
Oriental Bank of Commerce	WCDL	125	50	17-Aug-15	Refer Note Below
Oriental Bank of Commerce	CC		25	06-Apr-15	Refer Note Below



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Lender's name (As on 31.03.15)	Type of facility	Amt sanctioned (₹ In crs)	Principal Amt outstanding (₹ In crs)	Repayment date/Schedule	Security
State Bank of India	WCDL	250	100	06-May-15	Refer Note Below
State Bank of India	WCDL		100	25-May-15	Refer Note Below
State Bank of India	CC		49	06-Apr-15	Refer Note Below
Syndicate Bank	BL	285	35	29-Jun-15	Refer Note Below
Syndicate Bank	BL		75	22-Sep-16	Refer Note Below
Syndicate Bank	BL		100	29-Jun-15	Refer Note Below
Syndicate Bank	BL		75	30-Sep-16	Refer Note Below
UCO BANK	CC	300	100	06-Apr-15	Refer Note Below
UCO BANK	BL		100	31-Jul-15	Refer Note Below
UCO BANK	BL		100	30-Sep-16	Refer Note Below
Union Bank of India	CC	675	100	04-Apr-15	Refer Note Below
Union Bank of India	CC		275	06-Apr-15	Refer Note Below
Union Bank of India	CC/WCDL/BL		100	17-Dec-15	Refer Note Below
Union Bank of India	BL		100	18-Mar-16	Refer Note Below
Union Bank of India	BL		100	03-Aug-15	Refer Note Below
United Bank of India	BL	200	30	30-Dec-16	Refer Note Below
United Bank of India	BL		50	30-Dec-16	Refer Note Below

Note:

The loans from banks are secured by way of a first and pari passu mortgage in favour of the Security Trustee on the Company's immovable property of ₹ 18.07 lakhs and further secured by way of hypothecation/mortgage of charged assets such as receivables arising out of loan, lease and hire purchase, book debts, current assets and investments (excluding any strategic investments of the Company in the nature of equity shares, preference shares and venture capital units).

ii. DETAILS OF UNSECURED LOAN FACILITIES:

None

iii. DETAILS OF NCD's OUTSTANDING AS ON MARCH 31, 2015:

Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/Schedule	Credit Rating	Secured/ Unsecured	Security
2086	1085	0	33.00	12-Apr-12	02-Apr-15	CRISIL AA+	Secured	Refer Note Below
2092	1080	9.995% Compounded Annually	5.00	17-Apr-12	02-Apr-15	CRISIL AA+	Secured	Refer Note Below



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Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2083	1110	0	13.00	22-Mar-12	06-Apr-15	CRISIL AA+	Secured	Refer Note Below
2327	430	9.8881% Compounded Annually	5.00	31-Jan-14	06-Apr-15	CRISIL AA+	Secured	Refer Note Below
2365	381	9.7803% Compounded Annually	36.00	21-Mar-14	06-Apr-15	CRISIL AA+	Secured	Refer Note Below
2297	472	10.0186% Compounded Annually	20.00	20-Dec-13	06-Apr-15	CRISIL AA-	Secured	Refer Note Below
2360	388	10.0213% Compounded Annually	4.20	14-Mar-14	06-Apr-15	CRISIL AA+	Secured	Refer Note Below
2374	374	9.6388% Compounded Annually	4.30	28-Mar-14	06-Apr-15	CRISIL AA+	Secured	Refer Note Below
2351	404	9.9562% Compounded Annually	25.00	26-Feb-14	06-Apr-15	CRISIL AA+	Secured	Refer Note Below
2355	404	10.0553% Compounded Annually	14.50	26-Feb-14	06-Apr-15	CRISIL AA+	Secured	Refer Note Below
2216	699	0	35.40	07-May-13	06-Apr-15	CRISIL AA+	Secured	Refer Note Below
2358	395	10.0638% Compounded Annually	3.00	07-Mar-14	06-Apr-15	CRISIL AA+	Secured	Refer Note Below
2375	375	9.5877% Compounded Annually	20.00	28-Mar-14	07-Apr-15	CRISIL AA-	Secured	Refer Note Below
2356	396	10.2117% Compounded Annually	80.00	07-Mar-14	07-Apr-15	CRISIL AA+	Secured	Refer Note Below
2366	382	10.1276% Compounded Annually	50.00	21-Mar-14	07-Apr-15	CRISIL AA+	Secured	Refer Note Below
2376	375	9.6376% Compounded Annually	40.00	28-Mar-14	07-Apr-15	CRISIL AA+	Secured	Refer Note Below
2344	420	9.9438% Compounded Annually	23.00	11-Feb-14	07-Apr-15	CRISIL AA+	Secured	Refer Note Below
2361	389	10.0501% Compounded Annually	18.00	14-Mar-14	07-Apr-15	CRISIL AA+	Secured	Refer Note Below
2260	544	10.0651% Compounded Annually	10.00	10-Oct-13	07-Apr-15	CRISIL AA-	Secured	Refer Note Below
2276	493	10.0835% Compounded Annually	22.40	02-Dec-13	09-Apr-15	CRISIL AA+	Secured	Refer Note Below
2088	1092	0	69.00	13-Apr-12	10-Apr-15	CRISIL AA+	Secured	Refer Note Below
2346	419	10.0236% Compounded Annually	13.00	18-Feb-14	13-Apr-15	CRISIL AA-	Secured	Refer Note Below
2318	454	9.9061% Compounded Annually	30.00	16-Jan-14	15-Apr-15	CRISIL AA+	Secured	Refer Note Below
2343	429	0	3.90	11-Feb-14	16-Apr-15	CRISIL AA+	Secured	Refer Note Below

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Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2089	1095	10.01	3.80	16-Apr-12	16-Apr-15	CRISIL AA+	Secured	Refer Note Below
2090	1094	10.01	1.20	17-Apr-12	16-Apr-15	CRISIL AA+	Secured	Refer Note Below
2347	422	10.0215% Compounded Annually	20.00	18-Feb-14	16-Apr-15	CRISIL AA+	Secured	Refer Note Below
2099	1081	10% Compounded Annually	13.00	30-Apr-12	16-Apr-15	CRISIL AA+	Secured	Refer Note Below
2267	532	9.8669% Compounded Annually	15.00	31-Oct-13	16-Apr-15	CRISIL AA+	Secured	Refer Note Below
2264	544	9.77% Compounded Annually	7.50	23-Oct-13	20-Apr-15	CRISIL AA+	Secured	Refer Note Below
2352	418	10.0441% Compounded Annually	20.00	26-Feb-14	20-Apr-15	CRISIL AA+	Secured	Refer Note Below
2329	444	9.8808% Compounded Annually	20.00	31-Jan-14	20-Apr-15	CRISIL AA+	Secured	Refer Note Below
2098	1095	10	5.00	27-Apr-12	27-Apr-15	CRISIL AA+	Secured	Refer Note Below
2321	462	0	19.00	23-Jan-14	30-Apr-15	CRISIL AA+	Secured	Refer Note Below
2308	478	9.9680% Compounded Annually	31.00	07-Jan-14	30-Apr-15	CRISIL AA+	Secured	Refer Note Below
2151	924	0	12.80	18-Oct-12	30-Apr-15	CRISIL AA+	Secured	Refer Note Below
2100	1099	10% Compounded Annually	62.00	30-Apr-12	04-May-15	CRISIL AA+	Secured	Refer Note Below
2285	510	10.0136% Compounded Annually	10.00	10-Dec-13	04-May-15	CRISIL AA+	Secured	Refer Note Below
2277	519	10.0824% Compounded Annually	15.00	02-Dec-13	05-May-15	CRISIL AA+	Secured	Refer Note Below
2106	1083	10.35	20.00	18-May-12	06-May-15	CRISIL AA+	Secured	Refer Note Below
2215	738	9.2953% Compounded Annually	15.00	29-Apr-13	07-May-15	CRISIL AA+	Secured	Refer Note Below
2313	476	9.9192% Compounded Annually	5.00	16-Jan-14	07-May-15	CRISIL AA+	Secured	Refer Note Below
2289	514	10.0627% Compounded Annually	24.00	10-Dec-13	08-May-15	CRISIL AA+	Secured	Refer Note Below
2218	730	9.15	10.00	08-May-13	08-May-15	CRISIL AA+	Secured	Refer Note Below
2315	480	9.9184% Compounded Annually	18.00	16-Jan-14	11-May-15	CRISIL AA+	Secured	Refer Note Below
2290	517	10.0627% Compounded Annually	15.00	10-Dec-13	11-May-15	CRISIL AA+	Secured	Refer Note Below
2301	496	10.0144% Compounded Annually	6.00	31-Dec-13	11-May-15	CRISIL AA+	Secured	Refer Note Below



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Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2314	480	9.9184% Compounded Annually	15.00	16-Jan-14	11-May-15	CRISIL AA+	Secured	Refer Note Below
2221	721	0	11.00	21-May-13	12-May-15	CRISIL AA+	Secured	Refer Note Below
2303	499	10.0141% Compounded Annually	10.00	31-Dec-13	14-May-15	CRISIL AA+	Secured	Refer Note Below
2316	483	9.9178% Compounded Annually	42.00	16-Jan-14	14-May-15	CRISIL AA+	Secured	Refer Note Below
2334	457	9.974% Compounded Annually	6.00	11-Feb-14	14-May-15	CRISIL AA+	Secured	Refer Note Below
2310	496	9.9161% Compounded Annually	10.00	07-Jan-14	18-May-15	CRISIL AA+	Secured	Refer Note Below
2328	472	9.871% Compounded Annually	52.50	31-Jan-14	18-May-15	CRISIL AA+	Secured	Refer Note Below
2309	496	9.9161% Compounded Annually	20.00	07-Jan-14	18-May-15	CRISIL AA+	Secured	Refer Note Below
2271	540	10.1137% Compounded Annually	40.00	25-Nov-13	19-May-15	CRISIL AA+	Secured	Refer Note Below
2317	494	9.9163% Compounded Annually	3.00	16-Jan-14	25-May-15	CRISIL AA+	Secured	Refer Note Below
2322	487	0	10.80	23-Jan-14	25-May-15	CRISIL AA+	Secured	Refer Note Below
2281	547	10.0852% Compounded Annually	50.00	02-Dec-13	02-Jun-15	CRISIL AA+	Secured	Refer Note Below
2305	524	0	22.00	31-Dec-13	08-Jun-15	CRISIL AA+	Secured	Refer Note Below
2225	729	9.2994% Compounded Annually	25.00	13-Jun-13	12-Jun-15	CRISIL AA+	Secured	Refer Note Below
2226	729	9.2995	50.00	13-Jun-13	12-Jun-15	CRISIL AA+	Secured	Refer Note Below
2265	600	9.7839% Compounded Annually	10.00	23-Oct-13	15-Jun-15	CRISIL AA+	Secured	Refer Note Below
2228	730	9.4	50.00	18-Jun-13	18-Jun-15	CRISIL AA+	Secured	Refer Note Below
2234	705	9.3858% Compounded Annually	18.40	19-Jul-13	24-Jun-15	CRISIL AA+	Secured	Refer Note Below
2278	574	10.0912% Compounded Annually	4.00	02-Dec-13	29-Jun-15	CRISIL AA+	Secured	Refer Note Below
2286	566	10.0694% Compounded Annually	10.00	10-Dec-13	29-Jun-15	CRISIL AA+	Secured	Refer Note Below
2272	584	10.1237% Compounded Annually	12.00	25-Nov-13	02-Jul-15	CRISIL AA+	Secured	Refer Note Below
2237	697	0	18.00	08-Aug-13	06-Jul-15	CRISIL AA+	Secured	Refer Note Below

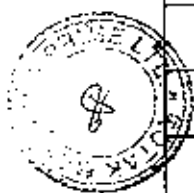
Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2326	525	9.8664% Compounded Annually	4.50	31-Jan-14	10-Jul-15	CRISIL AA+	Secured	Refer Note Below
2236	721	0	8.60	06-Aug-13	28-Jul-15	CRISIL AA+	Secured	Refer Note Below
2101	1187	9.971% Compounded Annually	5.00	04-May-12	04-Aug-15	CRISIL AA+	Secured	Refer Note Below
2239	729	0	8.50	12-Aug-13	11-Aug-15	CRISIL AA+	Secured	Refer Note Below
2244	729	10.9992% Compounded Annually	10.00	28-Aug-13	27-Aug-15	CRISIL AA+	Secured	Refer Note Below
2138	1094	10.05	50.00	05-Sep-12	04-Sep-15	CRISIL AA+	Secured	Refer Note Below
2357	549	10.073	100.00	07-Mar-14	07-Sep-15	CRISIL AA+	Secured	Refer Note Below
2367	538	10.1493	100.00	21-Mar-14	10-Sep-15	CRISIL AA+	Secured	Refer Note Below
2249	726	0	10.00	18-Sep-13	14-Sep-15	CRISIL AA+	Secured	Refer Note Below
2254	735	0	7.50	25-Sep-13	30-Sep-15	CRISIL AA+	Secured	Refer Note Below
2255	730	10.65	10.00	30-Sep-13	30-Sep-15	CRISIL AA+	Secured	Refer Note Below
2146	1092	9.9	5.00	04-Oct-12	01-Oct-15	CRISIL AA+	Secured	Refer Note Below
2121	1171	10.1232% Compounded Annually	1.20	17-Jul-12	01-Oct-15	CRISIL AA+	Secured	Refer Note Below
2148	1095	9.9	10.00	05-Oct-12	05-Oct-15	CRISIL AA+	Secured	Refer Note Below
2152	1093	0	52.90	18-Oct-12	16-Oct-15	CRISIL AA+	Secured	Refer Note Below
2149	1095	9.63% Compounded Annually	30.00	16-Oct-12	16-Oct-15	CRISIL AA+	Secured	Refer Note Below
2214	910	9.2571% Compounded Annually	100.00	29-Apr-13	26-Oct-15	CRISIL AA+	Secured	Refer Note Below
2287	730	10.15	200.00	10-Dec-13	10-Dec-15	CRISIL AA+	Secured	Refer Note Below
2299	731	10.1	90.00	20-Dec-13	21-Dec-15	CRISIL AA+	Secured	Refer Note Below
2178	1093	9.5	23.00	17-Jan-13	15-Jan-16	CRISIL AA+	Secured	Refer Note Below
2179	1093	9.5	2.00	17-Jan-13	15-Jan-16	CRISIL AA+	Secured	Refer Note Below
2323	729	9.98	100.00	23-Jan-14	22-Jan-16	CRISIL AA+	Secured	Refer Note Below
2192	1095	0	4.00	25-Feb-13	25-Feb-16	CRISIL AA+	Secured	Refer Note Below
2362	727	0	18.20	14-Mar-14	10-Mar-16	CRISIL AA+	Secured	Refer Note Below
2368	731	10.25	100.00	21-Mar-14	21-Mar-16	CRISIL AA+	Secured	Refer Note Below



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2348	778	10.0442% Compounded Annually	13.00	18-Feb-14	06-Apr-16	CRISIL AA+	Secured	Refer Note Below
2377	741	9.8474% Compounded Annually	18.00	28-Mar-14	07-Apr-16	CRISIL AA+	Secured	Refer Note Below
2291	844	10.0565% Compounded Annually	2.00	20-Dec-13	12-Apr-16	CRISIL AA+	Secured	Refer Note Below
2211	1096	9.4	25.00	22-Apr-13	22-Apr-16	CRISIL AA+	Secured	Refer Note Below
2220	1096	9.15	50.00	09-May-13	09-May-16	CRISIL AA-	Secured	Refer Note Below
2217	1107	0	10.00	08-May-13	19-May-16	CRISIL AA+	Secured	Refer Note Below
2223	1099	8.9513% Compounded Annually	9.00	28-May-13	31-May-16	CRISIL AA+	Secured	Refer Note Below
2224	1096	9.05	25.00	31-May-13	31-May-16	CRISIL AA+	Secured	Refer Note Below
2230	1095	9.30% Compounded Annually	50.00	25-Jun-13	24-Jun-16	CRISIL AA-	Secured	Refer Note Below
2227	1111	9.3030% Compounded Annually	75.00	13-Jun-13	28-Jun-16	CRISIL AA+	Secured	Refer Note Below
2241	1096	10.5	5.00	16-Aug-13	16-Aug-16	CRISIL AA+	Secured	Refer Note Below
2243	1091	0	13.60	27-Aug-13	22-Aug-16	CRISIL AA+	Secured	Refer Note Below
2245	1093	0	8.60	02-Sep-13	30-Aug-16	CRISIL AA+	Secured	Refer Note Below
2246	1087	0	4.00	11-Sep-13	02-Sep-16	CRISIL AA+	Secured	Refer Note Below
2250	1092	0	6.90	19-Sep-13	15-Sep-16	CRISIL AA-	Secured	Refer Note Below
2252	1096	10.75	25.00	20-Sep-13	20-Sep-16	CRISIL AA+	Secured	Refer Note Below
2251	1096	10.75	15.00	20-Sep-13	20-Sep-16	CRISIL AA+	Secured	Refer Note Below
2253	1096	10.75	10.00	20-Sep-13	20-Sep-16	CRISIL AA-	Secured	Refer Note Below
2257	1092	10.6081% Compounded Annually	6.00	01-Oct-13	27-Sep-16	CRISIL AA+	Secured	Refer Note Below
2256	1092	10.6081% Compounded Annually	10.00	01-Oct-13	27-Sep-16	CRISIL AA+	Secured	Refer Note Below
2258	1092	10.6073	50.00	01-Oct-13	27-Sep-16	CRISIL AA+	Secured	Refer Note Below
2259	1096	10.3	110.00	10-Oct-13	10-Oct-16	CRISIL AA+	Secured	Refer Note Below
2263	1094	9.9078	50.00	23-Oct-13	21-Oct-16	CRISIL AA+	Secured	Refer Note Below
2262	1094	9.9078	10.00	23-Oct-13	21-Oct-16	CRISIL AA+	Secured	Refer Note Below



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(i) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2279	1075	10.17% Compounded Annually	4.00	02-Dec-13	11-Nov-16	CRISIL AA+	Secured	Refer Note Below
2023	1827	10.5	250.00	22-Nov-11	22-Nov-16	CRISIL AA+	Secured	Refer Note Below
2280	1088	10.1760% Compounded Annually	9.10	02-Dec-13	24-Nov-16	CRISIL AA+	Secured	Refer Note Below
2274	1096	10.25	5.00	25-Nov-13	25-Nov-16	CRISIL AA+	Secured	Refer Note Below
2275	1096	10.25	1.00	25-Nov-13	25-Nov-16	CRISIL AA+	Secured	Refer Note Below
2273	1096	10.25	5.00	25-Nov-13	25-Nov-16	CRISIL AA+	Secured	Refer Note Below
2292	1081	10.0628% Compounded Annually	4.50	20-Dec-13	05-Dec-16	CRISIL AA+	Secured	Refer Note Below
2282	1095	10.1584	5.00	10-Dec-13	09-Dec-16	CRISIL AA+	Secured	Refer Note Below
2288	1095	10.1584	10.00	10-Dec-13	09-Dec-16	CRISIL AA+	Secured	Refer Note Below
2295	1096	10.1589	5.00	20-Dec-13	20-Dec-16	ICRA_CRISIL AA+	Secured	Refer Note Below
2296	1096	10.1589	10.00	20-Dec-13	20-Dec-16	ICRA_CRISIL AA+	Secured	Refer Note Below
2294	1096	10.1589	10.00	20-Dec-13	20-Dec-16	ICRA_CRISIL AA+	Secured	Refer Note Below
2300	1096	10.1589	10.00	20-Dec-13	20-Dec-16	ICRA_CRISIL AA+	Secured	Refer Note Below
2298	1096	10.1589	15.00	20-Dec-13	20-Dec-16	ICRA_CRISIL AA+	Secured	Refer Note Below
2293	1096	10.1589	10.00	20-Dec-13	20-Dec-16	ICRA_CRISIL AA+	Secured	Refer Note Below
2306	1087	10.1055% Compounded Annually	5.00	31-Dec-13	22-Dec-16	CRISIL AA+	Secured	Refer Note Below
2302	1095	10.1092% Compounded Annually	4.50	31-Dec-13	30-Dec-16	CRISIL AA+	Secured	Refer Note Below
2311	1095	10.1092	10.00	07-Jan-14	06-Jan-17	CRISIL AA+	Secured	Refer Note Below
2312	1095	10.1092	25.00	07-Jan-14	06-Jan-17	CRISIL AA+	Secured	Refer Note Below
2319	1096	10.1088	5.00	16-Jan-14	16-Jan-17	CRISIL AA+	Secured	Refer Note Below
2324	1089	9.9864% Compounded Annually	5.00	23-Jan-14	16-Jan-17	CRISIL AA+	Secured	Refer Note Below
2330	1085	0	10.70	31-Jan-14	20-Jan-17	CRISIL AA+	Secured	Refer Note Below
2331	1088	0	8.90	31-Jan-14	23-Jan-17	CRISIL AA+	Secured	Refer Note Below
2349	1071	10.0685% Compounded Annually	16.00	18-Feb-14	24-Jan-17	CRISIL AA+	Secured	Refer Note Below
2235	1274	0	40.00	30-Jul-13	24-Jan-17	CRISIL AA+	Secured	Refer Note Below



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Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2359	1063	10.096% Compounded Annually	14.50	07-Mar-14	02-Feb-17	CRISIL AA+	Secured	Refer Note Below
2336	1095	10.15	5.00	11-Feb-14	10-Feb-17	CRISIL AA+	Secured	Refer Note Below
2342	1095	10.15	15.00	11-Feb-14	10-Feb-17	CRISIL AA+	Secured	Refer Note Below
2340	1095	10.15	50.00	11-Feb-14	10-Feb-17	CRISIL AA+	Secured	Refer Note Below
2337	1095	10.15	5.00	11-Feb-14	10-Feb-17	CRISIL AA+	Secured	Refer Note Below
2335	1095	10.15	25.00	11-Feb-14	10-Feb-17	CRISIL AA+	Secured	Refer Note Below
2341	1095	10.15	10.00	11-Feb-14	10-Feb-17	CRISIL AA+	Secured	Refer Note Below
2338	1095	10.15	15.00	11-Feb-14	10-Feb-17	CRISIL AA+	Secured	Refer Note Below
2339	1095	10.15	25.00	11-Feb-14	10-Feb-17	CRISIL AA+	Secured	Refer Note Below
2333	1095	10.15	10.00	11-Feb-14	10-Feb-17	CRISIL AA+	Secured	Refer Note Below
2353	1100	10.1116% Compounded Annually	6.50	26-Feb-14	02-Mar-17	CRISIL AA+	Secured	Refer Note Below
2247	1271	0	33.00	12-Sep-13	06-Mar-17	CRISIL AA+	Secured	Refer Note Below
2363	1095	10.0592% Compounded Annually	4.50	14-Mar-14	13-Mar-17	CRISIL AA+	Secured	Refer Note Below
2078	1826	10.05	130.00	14-Mar-12	14-Mar-17	CRISIL AA+	Secured	Refer Note Below
2079	1826	10.05	150.00	14-Mar-12	14-Mar-17	CRISIL AA+	Secured	Refer Note Below
2369	1096	10.25	5.00	21-Mar-14	21-Mar-17	CRISIL AA+	Secured	Refer Note Below
2370	1096	10.25	10.00	21-Mar-14	21-Mar-17	CRISIL AA+	Secured	Refer Note Below
2372	1096	10.25	15.00	21-Mar-14	21-Mar-17	CRISIL AA+	Secured	Refer Note Below
2371	1096	10.25	50.00	21-Mar-14	21-Mar-17	CRISIL AA+	Secured	Refer Note Below
2325	1162	0	94.70	23-Jan-14	30-Mar-17	CRISIL AA+	Secured	Refer Note Below
2332	1143	10.0108% Compounded Annually	3.00	11-Feb-14	30-Mar-17	CRISIL AA+	Secured	Refer Note Below
2261	1279	10.092% Compounded Annually	2.70	10-Oct-13	11-Apr-17	CRISIL AA+	Secured	Refer Note Below
2354	1142	0	9.80	26-Feb-14	13-Apr-17	CRISIL AA+	Secured	Refer Note Below
2378	1113	9.842% Compounded Annually	2.10	28-Mar-14	14-Apr-17	CRISIL AA+	Secured	Refer Note Below
2181	1826	9.4	20.00	22-Jan-13	22-Jun-18	CRISIL AA+	Secured	Refer Note Below



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Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2240	1826	10.5	35.00	13-Aug-13	13-Aug-18	CRISIL AA+	Secured	Refer Note Below
1807	2557	9.5	50.00	30-Aug-10	30-Aug-17	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1804	2557	9.5	5.00	30-Aug-10	30-Aug-17	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1808	2557	9.5	5.00	30-Aug-10	30-Aug-17	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1809	2557	9.5	2.00	30-Aug-10	30-Aug-17	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1922	2397	10.7	5.00	31-May-11	22-Dec-17	ICRA_CRISIL AA+	Unsecured	Refer Note Below
264	3835	11.1	10.00	23-Oct-07	23-Apr-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
265	3835	11.1	1.80	23-Oct-07	23-Apr-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
271	3835	11.1	1.10	23-Oct-07	23-Apr-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
261	3835	11.1	1.20	23-Oct-07	23-Apr-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
268	3835	11.1	0.80	23-Oct-07	23-Apr-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
269	3835	11.1	1.00	23-Oct-07	23-Apr-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
263	3835	11.1	1.50	23-Oct-07	23-Apr-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
272	3835	11.1	1.00	23-Oct-07	23-Apr-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
267	3835	11.1	0.70	23-Oct-07	23-Apr-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
511	3834	10	2.00	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
519	3834	10	1.00	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
531	3834	10	1.00	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
522	3834	10	0.10	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
591	3809	10	0.40	03-Mar-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
512	3834	10	0.10	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
516	3834	10	0.30	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
514	3834	10	0.60	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
515	3834	10	0.10	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
498	3834	10	3.00	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
473	3834	10	0.50	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below



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Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
552	3834	10	0.50	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
540	3834	10	0.40	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
583	3812	10	0.10	29-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
551	3834	10	0.20	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
550	3834	10	0.20	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
547	3834	10	0.10	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
549	3834	10	0.50	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
541	3834	10	1.00	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
497	3834	10	0.40	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
555	3822	10	0.50	19-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
495	3834	10	0.10	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
521	3834	10	1.00	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
558	3822	10	0.30	19-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
513	3834	10	0.60	07-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
570	3812	10	0.60	29-Feb-08	07-Aug-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
670	3836	10.4	0.40	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
663	3836	10.4	0.30	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
676	3836	10.4	5.00	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
692	3836	10.4	0.50	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
691	3836	10.4	0.50	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
719	3836	10.4	8.00	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
720	3836	10.4	0.70	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
661	3836	10.4	0.20	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
671	3836	10.4	0.20	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
666	3836	10.4	0.50	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
674	3836	10.4	1.00	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below



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Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
668	3836	10.4	0.20	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
669	3836	10.4	0.10	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
660	3836	10.4	11.00	15-May-08	15-Nov-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
784	3835	10.7	0.10	23-Jun-08	23-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
785	3835	10.7	0.10	23-Jun-08	23-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
777	3835	10.7	1.00	23-Jun-08	23-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
775	3835	10.7	4.00	23-Jun-08	23-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
787	3835	10.7	0.50	23-Jun-08	23-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
767	3835	10.7	0.50	23-Jun-08	23-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
786	3835	10.7	0.20	23-Jun-08	23-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
760	3835	10.7	1.00	23-Jun-08	23-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
779	3835	10.7	0.10	23-Jun-08	23-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
792	3835	11	3.00	30-Jun-08	30-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
803	3821	11	0.10	14-Jul-08	30-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
796	3821	11	0.40	14-Jul-08	30-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
789	3835	11	0.50	30-Jun-08	30-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
793	3835	11	0.40	30-Jun-08	30-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
790	3835	11	5.00	30-Jun-08	30-Dec-18	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1672	3836	10.1	5.00	31-May-10	30-Nov-20	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1673	3836	10.1	0.10	31-May-10	30-Nov-20	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1681	3807	10.1	3.00	29-Jun-10	30-Nov-20	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1701	3836	10.1	6.00	31-May-10	30-Nov-20	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1674	3836	10.1	10.00	31-May-10	30-Nov-20	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1698	3836	10.1	0.90	31-May-10	30-Nov-20	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1901	3682	10.5	150.00	25-Mar-11	23-Apr-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1930	3675	10.8	10.00	31-May-11	22-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below



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Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
1931	3675	10.8	1.00	31-May-11	22-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1925	3659	10.8	0.60	16-Jun-11	22-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1926	3659	10.8	0.40	16-Jun-11	22-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1933	3659	10.8	0.50	16-Jun-11	22-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1923	3675	10.8	5.00	31-May-11	22-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1928	3675	10.8	0.50	31-May-11	22-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1932	3675	10.8	0.60	31-May-11	22-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1953	3653	10.8	2.00	30-Jun-11	30-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1952	3653	10.8	10.00	30-Jun-11	30-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1949	3653	10.8	5.00	30-Jun-11	30-Jun-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1989	3653	11	50.00	23-Sep-11	23-Sep-21	ICRA_CRISIL AA+	Unsecured	Refer Note Below
1990	3653	11.25	40.00	28-Sep-11	28-Sep-21	ICRA_CRISIL AA-	Unsecured	Refer Note Below
2144	3650	10.4	25.00	25-Sep-12	23-Sep-22	ICRA_CRISIL AA+	Unsecured	Refer Note Below
2177	3649	9.9	5.00	16-Jan-13	13-Jan-23	ICRA_CRISIL AA+	Unsecured	Refer Note Below
2175	3650	9.9	10.00	15-Jan-13	13-Jan-23	ICRA_CRISIL AA+	Unsecured	Refer Note Below
2176	3650	9.9	10.00	15-Jan-13	13-Jan-23	ICRA_CRISIL AA+	Unsecured	Refer Note Below
2164	3835	10.5	40.00	21-Dec-12	22-Jun-23	ICRA_CRISIL AA+	Unsecured	Refer Note Below
2421	1096	9.5	10.00	27-Jun-14	27-Jun-17	CRISIL AA+	Secured	Refer Note Below
2439	1097	9.55	10.00	20-Aug-14	21-Aug-17	CRISIL AAA	Secured	Refer Note Below
2444	1097	9.55	75.00	20-Aug-14	21-Aug-17	CRISIL AAA	Secured	Refer Note Below
2437	1097	9.55	5.00	20-Aug-14	21-Aug-17	CRISIL AAA	Secured	Refer Note Below
2420	549	9.4321	30.00	27-Jun-14	28-Dec-15	CRISIL AA+	Secured	Refer Note Below
2380	694	9.9405% Compounded Annually	6.00	13-May-14	06-Apr-16	CRISIL AA+	Secured	Refer Note Below
2440	1097	9.55	5.00	20-Aug-14	21-Aug-17	CRISIL AAA	Secured	Refer Note Below
2412	1096	9.65	25.00	30-May-14	30-May-17	CRISIL AA+	Secured	Refer Note Below
2406	731	9.65	25.00	30-May-14	30-May-16	CRISIL AA+	Secured	Refer Note Below

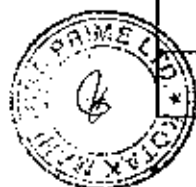
Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2460	367	9.4023	25.00	12-Sep-14	14-Sep-15	CRISIL AAA	Secured	Refer Note Below
2457	367	9.4023	200.00	12-Sep-14	14-Sep-15	CRISIL AAA	Secured	Refer Note Below
2413	1096	9.7	10.00	30-May-14	30-May-17	CRISIL AA+	Secured	Refer Note Below
2405	731	9.65	10.00	30-May-14	30-May-16	CRISIL AA+	Secured	Refer Note Below
2403	724	0	10.60	30-May-14	23-May-16	CRISIL AA+	Secured	Refer Note Below
2417	1094	9.5	100.00	11-Jun-14	09-Jun-17	CRISIL AA+	Secured	Refer Note Below
2393	710	9.7	10.00	23-May-14	02-May-16	CRISIL AA+	Secured	Refer Note Below
2461	458	9.4589	1.30	12-Sep-14	14-Dec-15	CRISIL AAA	Secured	Refer Note Below
2399	1095	9.7	5.00	23-May-14	22-May-17	CRISIL AA+	Secured	Refer Note Below
2425	1094	9.6	10.00	09-Jul-14	07-Jul-17	CRISIL AA+	Secured	Refer Note Below
2431	1096	9.65	5.00	25-Jul-14	25-Jul-17	CRISIL AA+	Secured	Refer Note Below
2429	675	9.6309% Compounded Annually	8.70	25-Jul-14	30-May-16	CRISIL AA+	Secured	Refer Note Below
2455	746	9.4644% Compounded Annually	19.00	05-Sep-14	20-Sep-16	CRISIL AAA	Secured	Refer Note Below
2459	367	9.4023	125.00	12-Sep-14	14-Sep-15	CRISIL AAA	Secured	Refer Note Below
2472	381	9.3320% Compounded Annually	160.00	29-Sep-14	15-Oct-15	CRISIL AAA	Secured	Refer Note Below
2401	549	9.6428% Compounded Annually	100.00	23-May-14	23-Nov-15	CRISIL AA+	Secured	Refer Note Below
2409	731	9.6638% Compounded Annually	125.00	30-May-14	30-May-16	CRISIL AA+	Secured	Refer Note Below
2424	366	9.25	125.00	09-Jul-14	10-Jul-15	CRISIL AA+	Secured	Refer Note Below
2445	1120	9.5496% Compounded Annually	4.00	20-Aug-14	13-Sep-17	CRISIL AAA	Secured	Refer Note Below
2452	741	9.5073% Compounded Annually	3.60	20-Aug-14	30-Aug-16	CRISIL AAA	Secured	Refer Note Below
2468	731	9.4535% Compounded Annually	2.50	12-Sep-14	12-Sep-16	CRISIL AAA	Secured	Refer Note Below
2446	1826	9.55	5.00	20-Aug-14	20-Aug-19	ICRA_CRISIL AAA	Secured	Refer Note Below
2462	458	9.4589	0.90	12-Sep-14	14-Dec-15	CRISIL AAA	Secured	Refer Note Below
2454	395	0	41.00	05-Sep-14	05-Oct-15	CRISIL AAA	Secured	Refer Note Below



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Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2469	1088	9.4760% Compounded Annually	8.00	12-Sep-14	04-Sep-17	CRISIL AAA	Secured	Refer Note Below
2467	731	9.453	75.00	12-Sep-14	12-Sep-16	CRISIL AAA	Secured	Refer Note Below
2433	458	9.6124	3.00	01-Aug-14	02-Nov-15	CRISIL AA+	Secured	Refer Note Below
2404	731	9.65	125.00	30-May-14	30-May-16	CRISIL AA+	Secured	Refer Note Below
2455	700	9.4555	40.00	28-Aug-14	28-Jul-16	CRISIL AAA	Secured	Refer Note Below
2442	1097	9.55	15.00	20-Aug-14	21-Aug-17	CRISIL AAA	Secured	Refer Note Below
2451	741	9.5073% Compounded Annually	11.00	20-Aug-14	30-Aug-16	CRISIL AAA	Secured	Refer Note Below
2473	756	9.4190% Compounded Annually	14.00	29-Sep-14	24-Oct-16	CRISIL AAA	Secured	Refer Note Below
2384	731	9.95	30.00	13-May-14	13-May-16	CRISIL AA+	Secured	Refer Note Below
2402	655	9.6205% Compounded Annually	45.00	30-May-14	15-Mar-16	CRISIL AA+	Secured	Refer Note Below
2414	642	9.4656% Compounded Annually	25.00	11-Jun-14	14-Mar-16	CRISIL AA+	Secured	Refer Note Below
2474	1096	9.44	15.00	29-Sep-14	29-Sep-17	CRISIL AAA	Secured	Refer Note Below
2392	670	9.6779% Compounded Annually	150.00	23-May-14	23-Mar-16	CRISIL AA+	Secured	Refer Note Below
2430	731	9.65	10.00	25-Jul-14	25-Jul-16	CRISIL AA+	Secured	Refer Note Below
2418	731	9.4135% Compounded Annually	50.00	20-Jun-14	20-Jun-16	CRISIL AA+	Secured	Refer Note Below
2419	367	9.3023	100.00	27-Jun-14	29-Jun-15	CRISIL AA+	Secured	Refer Note Below
2423	1096	9.5	25.00	27-Jun-14	27-Jun-17	CRISIL AA+	Secured	Refer Note Below
2436	1097	9.55	50.00	20-Aug-14	21-Aug-17	CRISIL AAA	Secured	Refer Note Below
2471	1095	9.4486% Compounded Annually	5.00	19-Sep-14	18-Sep-17	CRISIL AAA	Secured	Refer Note Below
2408	731	9.65	25.00	30-May-14	30-May-16	CRISIL AA+	Secured	Refer Note Below
2434	458	9.6124	1.00	01-Aug-14	02-Nov-15	CRISIL AA+	Secured	Refer Note Below
2466	458	9.4589	4.00	12-Sep-14	14-Dec-15	CRISIL AAA	Secured	Refer Note Below
2443	1097	9.55	50.00	20-Aug-14	21-Aug-17	CRISIL AAA	Secured	Refer Note Below
2447	1826	9.55	15.00	20-Aug-14	20-Aug-19	ICRA_CRISIL AAA	Secured	Refer Note Below



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Debtenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2381	713	9.9024% Compounded Annually	11.00	13-May-14	25-Apr-16	CRISIL AA+	Secured	Refer Note Below
2385	776	9.8879% Compounded Annually	7.00	13-May-14	27-Jun-16	CRISIL AA+	Secured	Refer Note Below
2387	1077	9.9017% Compounded Annually	7.00	13-May-14	24-Apr-17	CRISIL AA+	Secured	Refer Note Below
2458	367	9.4023	15.00	12-Sep-14	14-Sep-15	CRISIL AAA	Secured	Refer Note Below
2441	1097	9.55	10.00	20-Aug-14	21-Aug-17	CRISIL AAA	Secured	Refer Note Below
2383	731	9.95	25.00	13-May-14	13-May-16	CRISIL AA+	Secured	Refer Note Below
2390	1035	9.9364% Compounded Annually	30.00	13-May-14	13-Mar-17	CRISIL AA+	Secured	Refer Note Below
2470	910	0	125.20	19-Sep-14	17-Mar-17	CRISIL AAA	Secured	Refer Note Below
2407	731	9.65	10.00	30-May-14	30-May-16	CRISIL AA+	Secured	Refer Note Below
2415	730	9.5	10.00	11-Jun-14	10-Jun-16	CRISIL AA+	Secured	Refer Note Below
2438	1097	9.55	10.00	20-Aug-14	21-Aug-17	CRISIL AAA	Secured	Refer Note Below
2432	458	9.6124	50.00	01-Aug-14	02-Nov-15	CRISIL AA+	Secured	Refer Note Below
2463	458	9.4589	1.30	12-Sep-14	14-Dec-15	CRISIL AAA	Secured	Refer Note Below
2395	1096	9.95	20.00	23-May-14	23-May-17	CRISIL AA+	Secured	Refer Note Below
2398	1096	9.95	5.00	23-May-14	23-May-17	CRISIL AA+	Secured	Refer Note Below
2411	1096	9.65	5.00	30-May-14	30-May-17	CRISIL AA+	Secured	Refer Note Below
2428	1096	9.7	5.00	18-Jul-14	18-Jul-17	CRISIL AA+	Secured	Refer Note Below
2389	1095	9.95	25.00	13-May-14	12-May-17	CRISIL AA+	Secured	Refer Note Below
2388	1091	9.9074% Compounded Annually	20.00	13-May-14	08-May-17	CRISIL AA+	Secured	Refer Note Below
2394	1088	9.8061% Compounded Annually	4.50	23-May-14	15-May-17	CRISIL AA+	Secured	Refer Note Below
2410	677	9.6319% Compounded Annually	10.00	30-May-14	06-Apr-16	CRISIL AA+	Secured	Refer Note Below
2422	1095	9.5087% Compounded Annually	4.00	27-Jun-14	26-Jun-17	CRISIL AA+	Secured	Refer Note Below
2427	1088	9.7061% Compounded Annually	5.00	18-Jul-14	10-Jul-17	CRISIL AA+	Secured	Refer Note Below
2379	490	9.8184% Compounded Annually	25.00	13-May-14	15-Sep-15	CRISIL AA+	Secured	Refer Note Below

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Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2386	1057	9.8941% Compounded Annually	2.00	13-May-14	04-Apr-17	CRISIL AA+	Secured	Refer Note Below
2456	754	9.46% Compounded Annually	13.50	05-Sep-14	28-Sep-16	CRISIL AAA	Secured	Refer Note Below
2450	1826	9.55	15.00	20-Aug-14	20-Aug-19	ICRA_CRISIL AAA	Secured	Refer Note Below
2464	458	9.4589	0.30	12-Sep-14	14-Dec-15	CRISIL AAA	Secured	Refer Note Below
2426	1094	9.6	10.00	09-Jul-14	07-Jul-17	CRISIL AA+	Secured	Refer Note Below
2465	458	9.4589	0.30	12-Sep-14	14-Dec-15	CRISIL AAA	Secured	Refer Note Below
2382	727	0	7.50	13-May-14	09-May-16	CRISIL AA+	Secured	Refer Note Below
2435	1048	0	48.10	20-Aug-14	03-Jul-17	ICRA AAA	Secured	Refer Note Below
2400	1096	9.95	5.00	23-May-14	23-May-17	CRISIL AA+	Secured	Refer Note Below
2448	1826	9.55	20.00	20-Aug-14	20-Aug-19	ICRA_CRISIL AAA	Secured	Refer Note Below
2397	1096	9.95	5.00	23-May-14	23-May-17	CRISIL AA+	Secured	Refer Note Below
2449	1826	9.55	10.00	20-Aug-14	20-Aug-19	ICRA_CRISIL AAA	Secured	Refer Note Below
2416	730	9.5	100.00	11-Jun-14	10-Jun-16	CRISIL AA+	Secured	Refer Note Below
2477	368	9.2	150.00	16-Oct-14	19-Oct-15	CRISIL AAA	Secured	Refer Note Below
2489	1094	9.15	50.00	12-Nov-14	10-Nov-17	CRISIL AAA	Secured	Refer Note Below
2487	474	8.9349% Compounded Annually	150.00	12-Nov-14	29-Feb-16	ICRA AAA	Secured	Refer Note Below
2475	729	Zero Coupon with premium on redemption	50.00	16-Oct-14	14-Oct-16	CRISIL AAA	Secured	Refer Note Below
2492	547	Zero Coupon with premium on redemption	50.00	20-Jan-15	20-Jul-16	CRISIL AAA	Secured	Refer Note Below
2497	731	Zero Coupon with premium on redemption	50.00	16-Feb-15	16-Feb-17	CRISIL AAA	Secured	Refer Note Below
2501	722	Zero Coupon with premium on redemption	50.00	19-Mar-15	10-Mar-17	CRISIL AAA	Secured	Refer Note Below
2486	394	8.9721% Compounded Annually	140.00	12-Nov-14	11-Dec-15	CRISIL AAA	Secured	Refer Note Below
2493	574	8.7497% Compounded Annually	155.00	20-Jan-15	16-Aug-16	CRISIL AAA	Secured	Refer Note Below

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Debtenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2510	1112	0	43.90	27-Mar-15	12-Apr-18	CRISIL AAA	Secured	Refer Note Below
2480	731	9.17	50.00	03-Nov-14	03-Nov-16	FITCH AAA	Secured	Refer Note Below
2476	495	9.1585% Compounded Annually	75.00	16-Oct-14	23-Feb-16	CRISIL AAA	Secured	Refer Note Below
2479	731	9.17	50.00	03-Nov-14	03-Nov-16	FITCH AAA	Secured	Refer Note Below
2500	389	8.9	150.00	19-Mar-15	11-Apr-16	CRISIL AAA	Secured	Refer Note Below
2481	736	9.1801% Compounded Annually	13.10	03-Nov-14	08-Nov-16	CRISIL AAA	Secured	Refer Note Below
2482	1092	9.2073% Compounded Annually	13.00	03-Nov-14	30-Oct-17	CRISIL AAA	Secured	Refer Note Below
2504	775	8.7722% Compounded Annually	4.40	19-Mar-15	02-May-17	CRISIL AAA	Secured	Refer Note Below
2508	767	8.7952% Compounded Annually	30.50	27-Mar-15	02-May-17	CRISIL AAA	Secured	Refer Note Below
2498	731	Zero Coupon with premium on redemption	200.00	16-Feb-15	16-Feb-17	CRISIL AAA	Secured	Refer Note Below
2511	1193	8.7346% Compounded Annually	6.50	27-Mar-15	02-Jul-18	CRISIL AAA	Secured	Refer Note Below
2490	395	8.8719% Compounded Annually	190.00	17-Nov-14	17-Dec-15	CRISIL AAA	Secured	Refer Note Below
2494	517	0	50.00	27-Jan-15	27-Jun-16	FITCH AAA	Secured	Refer Note Below
2495	517	0	150.00	27-Jan-15	27-Jun-16	FITCH AAA	Secured	Refer Note Below
2478	378	9.1059% Compounded Annually	93.00	03-Nov-14	16-Nov-15	CRISIL AAA	Secured	Refer Note Below
2513	731	8.8	50.00	27-Mar-15	27-Mar-17	CRISIL AAA	Secured	Refer Note Below
2491	392	8.677	60.00	27-Nov-14	24-Dec-15	CRISIL AAA	Secured	Refer Note Below
2505	1133	8.6467% Compounded Annually	16.30	19-Mar-15	25-Apr-18	CRISIL AAA	Secured	Refer Note Below
2507	397	8.6	15.00	27-Mar-15	27-Apr-16	CRISIL AAA	Secured	Refer Note Below
2484	1096	9.2	50.00	03-Nov-14	03-Nov-17	CRISIL AAA	Secured	Refer Note Below
2483	1092	9.2073% Compounded Annually	44.00	03-Nov-14	30-Oct-17	CRISIL AAA	Secured	Refer Note Below
2502	760	0	11.90	19-Mar-15	17-Apr-17	CRISIL AAA	Secured	Refer Note Below
2509	1096	8.7583% Compounded Annually	37.00	27-Mar-15	27-Mar-18	CRISIL AAA	Secured	Refer Note Below



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Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2488	1094	9.15	50.00	12-Nov-14	10-Nov-17	CRISIL AAA	Secured	Refer Note Below
2503	770	8.7741% Compounded Annually	5.00	19-Mar-15	27-Apr-17	CRISIL AAA	Secured	Refer Note Below
2512	762	8.7973% Compounded Annually	50.00	27-Mar-15	27-Apr-17	CRISIL AAA	Secured	Refer Note Below
2485	1106	9.2049% Compounded Annually	17.00	03-Nov-14	13-Nov-17	CRISIL AAA	Secured	Refer Note Below
2496	391	8.5569% Compounded Annually	60.00	03-Feb-15	29-Feb-16	CRISIL AAA	Secured	Refer Note Below
2499	373	0	109.10	11-Mar-15	18-Mar-16	CRISIL AAA	Secured	Refer Note Below
Nifty Series - 45	1187	CNX Nifty	9.90	24-Aug-12	24-Nov-15	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 46	1231	CNX Nifty	4.26	31-Oct-12	15-Mar-16	CRISIL AA+r	Secured	Refer Note Below

Notes : Security

The Debentures are redeemable at par. The Non-Convertible Debentures including in the nature of Market Linked Debentures, Deep Discount Debentures and Debentures issued at Discount are secured by way of a first and pari passu mortgage in favour of the Security Trustee on the Company's immovable property of ₹ 18.07 lakhs and further secured by way of hypothecation/mortgage of charged assets such as receivables arising out of loan, lease and hire purchase, book debts, current assets and investments (excluding any strategic investments of the Company in the nature of equity shares, preference shares and venture capital units).

*Please note that KMPL's rating has been upgraded to AAA from AA+ w.e.f August 4, 2014 and accordingly all outstanding debentures shall be treated as AAA.

iv. LIST OF TOP 10 DEBENTURE HOLDERS (as on March 31, 2015)

Sr. No.	Name of NCD Holders	Amount (₹ In Crores)
1	Reliance Mutual Fund	649.70
2	Kotak Mahindra Bank Ltd.	525.00
3	Barclays Merchant Bank (Singapore) Ltd.	485.00
4	ICICI Prudential Mutual Fund	436.90
5	Citicorp Investment Bank (Singapore) Limited	389.00
6	Kotak Securities Ltd.	355.00
7	DBS Bank Limited (PFI)	350.00
8	Birla Sun Life Mutual Fund	346.60
9	SBI Mutual Fund	307.50
10	Credit Suisse AG Singapore Branch	285.00



THE AMOUNT OF CORPORATE GUARANTEE ISSUED:

None

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vi. DETAILS OF COMMERCIAL PAPER OUTSTANDING AS ON MARCH 31,2015:

Maturity date	Maturity Value (₹ In crs)
02-Jun-15	24.00
11-Jun-15	50.00
06-Apr-15	175.00
18-May-15	23.00
25-May-15	10.00
19-May-15	23.00
21-May-15	7.50
14-Jul-15	14.50
22-Apr-15	10.00
27-Apr-15	32.00
28-May-15	13.00
26-Jun-15	6.00
20-May-15	18.00
28-May-15	38.00
06-Jul-15	9.50
15-Jul-15	4.75
28-Dec-15	6.00
15-Jul-15	100.00
17-Nov-15	200.00
12-Oct-15	350.00
14-Aug-15	150.00
10-Nov-15	100.00
17-Nov-15	150.00
27-May-15	200.00
16-Mar-16	50.00
29-Dec-15	100.00
11-Sep-15	50.00
17-Aug-15	50.00
31-Aug-15	100.00
09-Sep-15	100.00
27-Jan-16	200.00



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Maturity date	Maturity Value (₹ In crs)
10-Aug-15	200.00
28-Oct-15	20.00
27-Jul-15	25.00
09-Jul-15	25.00
12-Jun-15	200.00
TOTAL	2,834.25

- vii. DETAILS OF REST OF THE BORROWING (hybrid debt like FCCB, Optionally Convertible Debentures) as on March 31, 2015:

None

- viii. DETAILS OF ALL DEFAULTS AND DELAY IN PAYMENTS OF INTEREST AND PRINCIPAL OF ANY KIND OF TERM LOANS, DEBT SECURITIES AND OTHER FINANCIAL INDEBTEDNESS INCLUDING CORPORATE GUARANTEE ISSUED BY THE COMPANY, IN THE PAST 5 YEARS:

None

- ix. DETAILS OF ANY OUTSTANDING BORROWINGS TAKEN/DEBT SECURITIES ISSUED WHERE TAKEN/ISSUED (i) FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, (ii) AT A PREMIUM OR DISCOUNT, OR (iii) IN PURSUANCE OF AN OPTION:

The Issuer has not issued any debt securities: (i) for consideration other than cash, whether in whole or part or (ii) in pursuance of an option.

The Issuer has issued the following securities at a discount as at March 31, 2015:

Date of Issue	Number of Securities	ISIN Number	Face Value	Effective Value per security	Discount per security	Aggregate Discount
03-Jun-14	480	INE916D14TB4	500,000.00	456,937.50	43,062.50	20,670,000.00
11-Jun-14	1000	INE916D14TE8	500,000.00	457,540.50	42,459.50	42,459,500.00
07-Apr-14	3500	INE916D14SJ9	500,000.00	456,771.00	43,229.00	151,301,500.00
21-May-14	460	INE916D14SU6	500,000.00	456,988.50	43,011.50	19,785,290.00
26-May-14	200	INE916D14SX0	500,000.00	456,937.50	43,062.50	8,612,500.00
20-May-14	460	INE916D14ST8	500,000.00	456,771.00	43,229.00	19,885,340.00
22-May-14	150	INE916D14SV4	500,000.00	456,771.00	43,229.00	6,484,350.00
17-Jul-14	290	INE916D14TO7	500,000.00	456,947.00	43,053.00	12,485,370.00
23-Apr-14	200	INE916D14SL5	500,000.00	456,314.00	43,686.00	8,737,200.00
28-Apr-14	640	INE916D14SO9	500,000.00	456,314.00	43,686.00	27,959,040.00
0-May-14	260	INE916D14SY8	500,000.00	457,046.00	42,954.00	11,168,040.00
27-Jun-14	120	INE916D14TL3	500,000.00	457,688.50	42,311.50	5,077,380.00



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Date of Issue	Number of Securities	ISIN Number	Face Value	Effective Value per security	Discount per security	Aggregate Discount
20-May-14	360	INE916D14SS0	500,000.00	456,662.50	43,337.50	15,601,500.00
30-May-14	760	INE916D14SY8	500,000.00	457,046.00	42,954.00	32,645,040.00
08-Jul-14	190	INE916D14TM1	500,000.00	457,878.50	42,121.50	8,003,085.00
17-Jul-14	95	INE916D14TN9	500,000.00	456,838.00	43,162.00	4,100,390.00
26-Feb-15	120	INE916D14UT4	500,000.00	464,666.50	35,333.50	4,240,020.00
15-Jan-15	2000	INE916D14TN9	500,000.00	478,843.00	21,157.00	42,314,000.00
15-Jan-15	4000	INE916D14UH9	500,000.00	465,247.00	34,753.00	139,012,000.00
13-Feb-15	7000	INE916D14UR8	500,000.00	472,248.50	27,751.50	194,260,500.00
16-Feb-15	3000	INE916D14US6	500,000.00	479,089.50	20,910.50	62,731,500.00
18-Dec-14	2000	INE916D14UI7	500,000.00	463,077.00	36,923.00	73,846,000.00
18-Dec-14	3000	INE916D14UH9	500,000.00	462,346.00	37,654.00	112,962,000.00
27-Mar-15	4000	INE916D14UY4	500,000.00	492,591.00	7,409.00	29,636,000.00
18-Mar-15	1000	INE916D14UX6	500,000.00	459,576.50	40,423.50	40,423,500.00
07-Jan-15	2000	INE916D14UM9	500,000.00	460,022.50	39,977.50	79,955,000.00
17-Oct-14	1000	INE916D14UB2	500,000.00	461,789.00	38,211.00	38,211,000.00
17-Mar-15	1000	INE916D14UW8	500,000.00	481,628.00	18,372.00	18,372,000.00
09-Mar-15	2000	INE916D14UU2	500,000.00	478,767.00	21,233.00	42,466,000.00
09-Mar-15	2000	INE916D14UV0	500,000.00	477,723.50	22,276.50	44,553,000.00
28-Jan-15	4000	INE916D14UO5	500,000.00	459,576.50	40,423.50	161,694,000.00
10-Feb-15	4000	INE916D14UQ0	500,000.00	478,865.50	21,134.50	84,538,000.00
26-Dec-14	400	INE916D14UK3	500,000.00	464,921.00	35,079.00	14,031,600.00
31-Mar-15	500	INE916D14UZ1	500,000.00	485,863.50	14,136.50	7,068,250.00
13-Jan-15	500	INE916D14UN7	500,000.00	478,868.00	21,132.00	10,566,000.00
15-Dec-14	4000	INE916D14UG1	500,000.00	479,157.00	20,843.00	83,372,000.00
12-Apr-12	330	INE916D077U8	1,000,000.00	752,262.00	247,738.00	81,753,540.00
22-Mar-12	130	INE916D074U5	1,000,000.00	749,413.00	250,587.00	32,576,310.00
07-May-13	354	INE916DA7477	1,000,000.00	845,188.00	154,812.00	54,803,448.00
13-Apr-12	690	INE916D079U4	1,000,000.00	750,882.00	249,118.00	171,891,420.00
11-Feb-14	39	INE916DA7BX4	1,000,000.00	894,025.00	105,975.00	4,133,025.00
23-Jan-14	190	INE916DA7BJ3	1,000,000.00	886,864.00	113,136.00	21,495,840.00
18-Oct-12	128	INE916D075Z1	1,000,000.00	787,434.00	212,566.00	27,208,448.00
21-May-13	110	INE916DA7527	1,000,000.00	845,768.00	154,232.00	16,965,520.00
13-Jan-14	108	INE916DA7BK1	1,000,000.00	881,121.00	118,879.00	12,838,932.00



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Date of Issue	Number of Securities	ISIN Number	Face Value	Effective Value per security	Discount per security	Aggregate Discount
31-Dec-13	220	INE916DA7AW8	1,000,000.00	870,982.00	129,018.00	28,383,960.00
08-Aug-13	180	INE916DA7683	1,000,000.00	822,852.00	177,148.00	31,886,640.00
06-Aug-13	86	INE916DA7675	1,000,000.00	821,003.00	178,997.00	15,393,742.00
12-Aug-13	85	INE916DA7709	1,000,000.00	815,519.00	184,481.00	15,680,885.00
18-Sep-13	100	INE916DA7790	1,000,000.00	813,820.00	186,180.00	18,618,000.00
25-Sep-13	75	INE916DA7824	1,000,000.00	820,105.00	179,895.00	13,492,125.00
18-Oct-12	529	INE916D076Z9	1,000,000.00	753,757.00	246,243.00	130,262,547.00
25-Feb-13	40	INE916DA7220	1,000,000.00	760,611.00	239,389.00	9,575,560.00
14-Mar-14	182	INE916DA7CQ6	1,000,000.00	825,598.00	174,402.00	31,741,164.00
08-May-13	100	INE916DA7485	1,000,000.00	766,794.00	233,206.00	23,320,600.00
27-Aug-13	136	INE916DA7741	1,000,000.00	736,978.00	263,022.00	35,770,992.00
02-Sep-13	86	INE916DA7766	1,000,000.00	731,610.00	268,390.00	23,081,540.00
11-Sep-13	40	INE916DA7774	1,000,000.00	739,791.00	260,209.00	10,408,360.00
19-Sep-13	69	INE916DA7808	1,000,000.00	737,768.00	262,232.00	18,094,008.00
31-Jan-14	107	INE916DA7BS4	1,000,000.00	753,687.00	246,313.00	26,355,491.00
31-Jan-14	89	INE916DA7BT2	1,000,000.00	752,282.00	247,718.00	22,046,902.00
30-Jul-13	400	INE916DA7667	1,000,000.00	711,347.00	288,653.00	115,461,200.00
12-Sep-13	330	INE916DA7782	1,000,000.00	700,788.00	299,212.00	98,739,960.00
23-Jan-14	947	INE916DA7BN5	1,000,000.00	738,712.00	261,288.00	247,439,736.00
26-Feb-14	98	INE916DA7CJ3	1,000,000.00	740,043.00	259,957.00	25,475,786.00
30-May-14	106	INE916DA7DW2	1,000,000.00	832,991.00	167,009.00	17,702,954.00
05-Sep-14	410	INE916DA7EY6	1,000,000.00	906,903.00	93,097.00	38,169,770.00
19-Sep-14	1252	INE916DA7FG0	1,000,000.00	798,598.00	201,402.00	252,155,304.00
13-May-14	75	INE916DA7DH3	1,000,000.00	828,594.00	171,406.00	12,855,450.00
20-Aug-14	481	INE916DA7ES8	1,000,000.00	769,597.00	230,403.00	110,823,843.00
27-Mar-15	439	INE916DA7GO2	1,000,000.00	774,490.00	225,510.00	98,998,890.00
27-Jan-15	500	INE916DA7GB9	1,000,000.00	889,132.00	110,868.00	55,434,000.00
27-Jan-15	1500	INE916DA7GB9	1,000,000.00	889,132.00	110,868.00	166,302,000.00
19-Mar-15	119	INE916DA7GH6	1,000,000.00	839,263.00	160,737.00	19,127,703.00
11-Mar-15	1091	INE916DA7GE3	1,000,000.00	916,559.00	83,441.00	91,034,131.00



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The Issuer has issued the following securities at a premium as at March 31, 2015:

Nil.

h. DETAILS OF PROMOTERS OF THE COMPANY:

i. DETAILS OF PROMOTER HOLDING IN THE COMPANY AS ON MARCH 31, 2015:

Sr. No.	Name of the Shareholders	Total No. of Equity Shares	No. of shares in demat form	Total shareholding as % of total no of equity shares	No of shares pledged	% of shares pledged with respect to shares owned
1	Kotak Mahindra Bank Limited (along with KMBL nominees)	17,82,600	17,82,600	51%	-	-
2	Kotak Securities Limited	17,12,600	17,12,600	49%	-	-
		34,95,200				



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j. DETAILED AUDITED FINANCIAL INFORMATION FOR LAST THREE YEARS:

The detailed Profit and Loss statement, Balance Sheet and Auditor's Report is available at <http://ir.kotak.com/annual-reports>

Balance Sheet

Particulars		As at 31 March, 2015	As at 31 March, 2014	As at 31 March, 2013
		₹ in lakh	₹ in lakh	₹ in lakh
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	449.52	449.52	449.52
	(b) Reserves and surplus	334,622.43	283,923.64	234,842.26
		335,071.95	284,373.16	235,291.78
2	Non-current liabilities			
	(a) Long-term borrowings	553,510.96	540,312.34	597,139.51
	(b) Other long-term liabilities	8,674.10	8,055.21	5,992.68
	(c) Long-term provisions	2,701.31	2,457.21	2,336.42
		564,886.37	550,824.76	605,468.61
3	Current liabilities			
	(a) Short-term borrowings	483,375.70	394,405.19	478,695.58
	(b) Trade payables	37,535.24	29,850.82	29,276.47
	(c) Other current liabilities	643,642.64	664,057.75	520,240.33
	(d) Short-term provisions	6,916.36	7,285.29	6,623.58
		1,171,469.94	1,095,599.05	1,034,835.96
	TOTAL	2,071,428.26	1,930,796.97	1,875,596.35
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	2,706.84	2,782.81	2,906.63
	(ii) Intangible assets	43.48	21.11	-
	(b) Non-current investments	33,859.74	27,080.26	29,310.73
	(c) Deferred tax assets (net)	3,388.01	3,176.86	2,627.07
	(d) Long-term loans and advances	923,538.86	858,198.02	774,886.32
	(e) Other non-current assets	7,754.55	6,514.90	7,703.58
		971,291.48	897,773.96	817,434.33
2	Current assets			
	(a) Current investments	58,500.47	54,226.02	87,148.84
	(b) Trade receivables	60.30	92.72	405.38
	(c) Cash and bank balances	29,985.80	77,788.67	19,863.19
	(d) Short-term loans and advances	991,225.04	882,879.84	931,191.46
	(e) Other current assets	20,365.17	18,035.76	19,553.15
		1,100,136.78	1,033,023.01	1,058,162.02
	TOTAL	2,071,428.26	1,930,796.97	1,875,596.35



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Statement of Profit and Loss for the year ended

Particulars		For the year ended 31 March, 2015	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		₹ in lakh	₹ in lakh	₹ in lakh
1	Revenue from operations	255,846.60	246,459.46	222,723.66
2	Other income	8,196.80	5,999.40	3,149.26
3	Total revenue (1+2)	264,043.40	252,458.86	225,872.92
4	Expenses			
	(a) Employee benefits expense	6,402.46	5,549.06	4,995.64
	(b) Finance costs	151,897.40	146,332.09	134,534.30
	(c) Depreciation and amortisation expense	227.22	261.05	266.72
	(d) Other expenses	28,121.74	25,150.41	21,975.16
	Total expenses	186,648.82	177,292.61	161,771.82
5	Profit before tax (3 - 4)	77,394.58	75,166.25	64,101.10
6	Tax expense:			
	(a) Current tax expense	26,860.00	26,690.00	21,700.00
	(b) (Excess) / Short provision for tax relating to prior years	9.67	-91.59	16.12
	(c) Net current tax expense	26,869.67	26,598.41	21,716.12
	(d) Deferred tax credit	-211.16	-549.77	-684.98
		26,658.51	26,048.64	21,031.14
7	Profit for the year (5 - 6)	50,736.07	49,117.61	43,069.96

- k ANY MATERIAL EVENT/DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE OR SUBSEQUENT TO THE ISSUE WHICH MAY AFFECT THE ISSUE OR THE INVESTOR'S DECISION TO INVEST/ CONTINUE TO INVEST IN THE DEBT SECURITIES:

Refer RISK FACTORS on Page No. 3

l. NAME OF THE DEBENTURE TRUSTEE:

IDBI Trusteeship Services Limited has given their consent to act as the Security Trustee for the Debenture holders vide their letter dated December 19, 2012 for an amount aggregating upto ₹15,000 crores to be issued in various tranches on Private Placement basis.



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m. RATING RATIONALE (S) ADOPTED BY THE RATING AGENCIES:

The rating rationale of CRISIL shall be attached with this document and shall form an integral part of this document.

Please refer Annexure I: CRISIL Rating Rationale dated August 4, 2014

Please refer Annexure II: ICRA Rating Rationale of August 2014

Please refer Annexure III: India Ratings & Research (A Fitch Group Company) Rationale of September 5, 2014

n. SECURITY BACKED BY A GUARANTEE OR LETTER OF COMFORT:

None

o. CONSENT LETTER FROM THE DEBENTURE TRUSTEE:

Please refer Annexure IV : Consent letter dated December 19, 2012.

p. NAMES OF THE RECOGNISED STOCK EXCHANGES WHERE SECURITIES ARE PROPOSED TO BE LISTED:

The Debentures are proposed to be listed with Bombay Stock Exchange Limited. The Exchange, vide their letter dated October 22, 2014 has granted in-principle approval (Refer: Annexure V) for listing of Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Notes and/or Debentures (Bonds) (Tier II Capital) or Market Linked Debentures aggregating upto ₹5,000 crores .

q. OTHER DETAILS:

i. Creation of Debenture Redemption Reserve (DRR) as stipulated in the Debenture Trust Deed/Companies Act, 2013/SEBI Guidelines:

No DRR is required in case of privately placed debentures for NBFCs registered with RBI under Section 45 IA as per the Companies Act 2013 and the rules thereunder

ii. Issue/instrument specific regulations:

As per the relevant sections of the Companies Act, 2013 & the applicable guidelines with regard to Private Placement issuances.

EGM dated April 24, 2015 & Board Resolution dated May 27, 2015 authorising the issuances of Non-Convertible Debenture dated.

Names and Designations of the officials authorized to issue the offer document as per the Board Resolution is as follows:

Mr. Uday Kotak
Mr. Dipak Gupta
Mr. Narayan S.A.
Ms. Shanti Ekambaram
Mr. Vyomesh Kapasi
Mr. Harish Shah
Ms. Suman Sidana, Treasury Head
Mr. Shahrukh Todiwala
Mr. Jason Dalgado
Mr. Priyavrat Sharma
Mr. Shriniketan Patankar
Mr. Suraj Rajappan
Mr. Muralidharan Sankaran
Mr. Ankur Desai
Mr. Hiren Vora



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iii. Procedure for Applications

Applications for the Debentures must be made in the prescribed application form, which would be attached with the respective Issue Term Sheet and must be completed in block letters in English by investors. Unless stated otherwise in the respective Term Sheets, completed application forms must be submitted as mentioned above. The issue price of the Debentures applied for under any series has to be paid along with the delivery of the fully completed and executed application form together with other applicable documents described below.

Unless stated otherwise in the respective Term Sheets, cheques / drafts may be drawn on any bank which is situated and is a member or sub-member of the Banker's Clearing House located at Mumbai, Calcutta, Chennai or New Delhi. Investors in centers which do not have any bank which is a member or sub-member of the Banker's Clearing House located at the above mentioned centers, will be required to make payments only through drafts payable at Mumbai or through Account Transfers or any other mode of transfer, at the cost of the investor.

The Issuer assumes no responsibility for any applications / cheques / drafts lost in mail or transit.

iv. Eligible investors:

In case of Debenture issued by way of Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ('Bonds') (Tier II capital).

Only eligible investors who have been addressed through a communication directly by the Company can apply. No person who has not received a direct communication from the Company may apply in this Issue. Individual investors who are not covered under exemptions clauses of the Acceptance of Public Deposit Rules of RBI as applicable to NBFCs are not eligible to apply. There are no transfer restrictions in relation to the Debentures.

The following categories of investors may apply for the Bonds (not an exhaustive list), subject to fulfilling their respective investment norms by submitting all the relevant documents along-with the application form.

- Provident/ Superannuation/ Gratuity/ Pension Funds.
- Commercial Banks, State/ Central Co-operative Banks, Urban Co-operative Banks, District Central Co-operative Banks, Development Co-operative Banks,
- Insurance Companies.
- Mutual Funds
- Eligible Financial Institutions,
- Eligible Foreign Institutional Investors.
- Companies
- Other Government and Non-government agencies authorized to invest in these bonds as per present and relevant government guidelines.
- Any other investor authorized to invest in the Debentures.

All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in the issue of Debentures.

Posting of Schedule on the designated Stock Exchange website should not be construed as an offer to issue and the Schedule has been posted on the website as per the stipulation made by SEBI.

Private placement of Debentures shall be restricted to not more than 49 investors identified upfront by the company for each issuance.

v. Objects of the Issue:

The Main Objects Clause of the Memorandum of Association of the Company enables it to undertake the activities for which the funds are being raised through the issue and also the activities which the Company has been carrying out till date. The main objects of the Company as stated in the Memorandum of Association of the Company (Main Object clause) are as follows:

To carry on, in India or elsewhere, the business of retail financing retail leasing (financing and operating leases) fleet leasing (financing and operating leases), dealer inventory financing, dealer capital financing, dealer equipment financing, dealer real estate financing, factoring of dealer receivables, insurance products, (to the extent the



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Company may legally engage in the insurance business under Indian law) and other related after-sales products, with respect to vehicles, to also carry on the business of all kinds of financing including lending, to also carry on the business of a leasing and hire purchase company and investments and finance company and, in this connection and for any other business, to undertake all types of leasing and hire purchase business and financing of consumers, individual or corporate, retailing to all kinds of vehicles, aircrafts, ships, machinery, plant, equipment, factories, rolling stock, consumer durables, moveable and immoveable property, to arrange or syndicate leasing or hire purchase business, to engage in the activity of securitization of loan portfolio, to undertake bills discounting business to purchase, finance, discount, re-discount bills of exchange, to act as a discount and acceptance house to arrange acceptance or co-acceptance of bills, to undertake real estate business, to buy, sell, lease or finance the buying and selling and trading in immoveable property, land, buildings, real estate, factories, to borrow, to lend, to negotiate loans, to transact business as promoters financiers, monetary agents, to borrow monies, to lend, to negotiate loans, to carry on the business of a company established with the object of financing industrial enterprises within the meaning of Section 370 of Companies Act, 1956, to invest the capital, or other funds of the company in purchase or acquisition of or rights in moveable and immoveable property, to use the capital, funds and assets of the Company as security for borrowing and acquisition of or rights in moveable and immoveable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, or to finance their acquisition or leasing or hire purchase, to raise or provide venture capital, to promote or finance the promotion of joint stock companies, to mobilise funds through various instruments from companies, banks, corporate bodies, non-banking financial companies, to invest in, to underwrite, to manage the issue of and to invest and trade in the shares or other securities, of anybody corporate/corporations, to trade in derivatives, to undertake portfolio management, advisory, counseling and agency services, to undertake factoring, to purchase the book debts and receivables of sole proprietorships, partnership firms, companies or any other incorporated or unincorporated, or statutory or non-statutory Central/State Government Bodies and to lend, make advances, to give credit or give credit against the same.

vi. Application by Banks / FIs / FIIs / Corporate Bodies / Companies / Statutory Corporations / Trusts / Mutual Funds / Insurance Companies:

The following is an indicative list of documents to accompany an application

- Applications by Banks / eligible Foreign Institutional Investors.

The application must be accompanied by copies of (i) Board Resolution authorizing investments and containing operating instructions or letter of authorization, if applicable or Power of Attorney, if applicable and (ii) specimen signatures of authorized signatories. (iii) Registration Certificate as may be applicable.

- Applications by Corporate Bodies / Eligible Financial Institutions / Companies / Statutory Corporations / Trusts

The applications must be accompanied by copies of (i) Memorandum and Articles of Association / Trust Deed / proof of Constitution, as may be applicable (ii) Resolution authorizing investment and containing operating instructions; (iii) Specimen signatures of authorized signatories; (iv) Necessary certificate for claiming exemption from deduction of tax at source on interest on application money.

- Application made by Mutual Funds / Insurance Companies

The application must be accompanied by copies of (i) SEBI Registration Certificate / IRDA Registration Certificate, as may be applicable. (ii) Authorised Signatories list containing operating instructions along with the specimen signatures and Power of Attorney forwarded by the custodian of the Mutual Fund/Insurance Company. (iii) Application form shall clearly indicate the name of the concerned scheme for which application is being made.

Application under Power of Attorney:

A certified true copy of the Power of Attorney or the relevant authority, as the case may be, along with the names and specimen signatures of all authorized signatories must be lodged along with the submission of the completed application form. Further modifications / additions in the Power of Attorney or authority should be delivered to the Issuer at the Mumbai / Registered Office.



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Permanent Account Number - PAN No:

The applicants should mention the Permanent Account Number allotted under Income Tax Act, 1961 or where the same has not been allotted, the GIR Number and the IT Circle/Ward/District should be mentioned in the prescribed application form. Applications which are not in compliance with the above requirement shall be liable to be rejected.

KYC (Know Your Customer):

The applicants should submit the required KYC documents as prescribed by RBI along with the applications forms. Applications which are not in compliance with the above requirement shall be liable to be rejected.

Option to Subscribe:

The Company has made arrangements for issue and holding of Debentures in either physical or dematerialized form.

Impersonation:

Any person who:

- makes in a fictitious name, an application to the Company for acquiring, or subscribing for any Debentures therein, or
- otherwise induces the Company to allot or register any transferor of Debentures therein to him or any other person in a fictitious name, shall be punishable under the extant laws.

Basis of Allotment:

The Issuer has sole and absolute right to allot the Debentures to any applicant.

Procedure and Time of Schedule for Allotment and Issue of Certificates

Debentures would be allotted by such persons as are authorized by the Board of Directors of the Company from time to time. The Issuer will execute and dispatch / credit to the DP account of the allottee, the Letters of Allotment / Allotment advice in favour of the allottee's or Refund Letter along with refund amount, not later than seven working days after receipt of completed Application Form or the Date of Allotment, whichever is later. After completion of all legal formalities, the Issuer will issue the Debentures certificate(s) / credit the DP account of the allottees against surrender of the letter(s) of allotment within three month(s) of the Date of Allotment or such extended period, subject to obtaining the approvals, if any.

Issue of Allotment Letter(s) / Refund Order(s) and Interest in case of delay in Dispatch

The Issuer will execute and dispatch / credit to the DP account of the allottee the Letters of Allotment / Allotment advice in favour of the allottee's or Refund Letter along with refund amount, not later than seven working days after receipt of completed Application Form or the Date of Allotment, whichever is later. After completion of all legal formalities, the Issuer will issue the Debentures certificate(s) / credit the DP account of the allottee's against surrender of the letter(s) of allotment within three month(s) of the Date of Allotment or such extended period subject to obtaining the approvals, if any.

The Issuer agrees that it shall pay interest in accordance with provisions of the Companies Act, SEBI Guidelines, if there is a delay in dispatch of Allotment Letters / Refund Orders. The payment will be subject to deduction of tax at source at the rates prescribed under the provisions of the Income Tax Act, 1961 or any other statutory modification or re-enactment thereof.

Dispatch of Refund Orders:

The Company shall ensure dispatch of Refund Orders by Registered Post / Courier / Hand Delivery and adequate funds for the purpose shall be made available.

Purchase of Debentures

The Company will have a right to purchase its own debentures issued under the Schedule.

Loss of Letters of Allotment / Certificates / Interest cheques / Refund Cheques



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Loss of Letter of Allotment / Certificates / Interest cheques / Refund cheques should be intimated to the Company along with request for duplicate issue. Relevant statute and any other conditions as may be prescribed by the Company would govern the duplicate issue.

Trustees for the Debenture holders:

The Company has appointed IDBI Trusteeship Services Limited as Trustees to this issue of Debentures. All the rights and remedies of the Debenture holders shall vest in and shall be exercised by the appointed Trustee without referring to the Debenture holders. All investors are deemed to have irrevocably given their authority and consent to IDBI Trusteeship Services Limited to act as their Trustees and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by the Company to the Trustees on behalf of the Debenture holders shall discharge the Company pro tanto to the Debenture holders.

Resignation / Retirement of trustees shall be as per terms of the Trustdeed entered into between the Company and the Trustee.

Register of Debenture holders:

The Company shall maintain Register of Debenture holders containing necessary particulars at its Registered office / Mumbai office.

Future Borrowings:

The Issuer shall be entitled, from time to time, to make further issue of Debentures, other debt securities (whether senior, pari passu or junior to the Debentures) and other instruments and securities to any person or persons including to the public or a section of the public and / or members of the Issuer and / or to raise further loans, advances and / or avail further financial and / or guarantee facilities from financial institutions, banks and / or any other person (s) without any further approval from or notice to the Debenture holders / Debenture Trustees.

Notices:

The notices, communications and writings to the Debenture holder(s) required to be given by the Issuer shall be deemed to have been given if sent by Registered Post / Courier / Hand delivery to the address of the Debenture holder(s) registered with the Company.

All notices, communications and writings to be given by the Debenture holder(s) shall be sent by Registered Post / Courier / Hand delivery to the Issuer at the Registered Office / Mumbai office of the Company or to such persons at such address as may be notified by the Issuer, from time to time and shall be deemed to have been received on actual receipt.

FORM NO PAS-4 PRIVATE PLACEMENT OFFER LETTER

[(Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014)]

The Private Placement Offer Letter shall contain the following:

1. GENERAL INFORMATION

- Name, address, website and other contact details of the company –refer page no.1
- Date of incorporation of the company –February 28, 1996
- Business carried on by the company with details of the branches – refer point b (i)
- Brief particulars of the management of the company – Refer corporate structure page no.7
- Names, addresses, DIN and occupations of the directors – refer point c (i)
- Management's perception of risk factors – refer page no.3 & 4
- Details of default



Sr. No	Particulars	Amount	Duration of default	Present Status
i)	Statutory Dues	There are no defaults in repayments of statutory Dues, dues to banks, financial institutions and debenture holders		
ii)	Debentures and Interest Thereon			

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

iii)	Deposits and Interest Thereon	
iv)	Loan from any Bank or financial institution and Interest Thereon	

h. Names, designation, address and phone number, email ID of the nodal/compliance officer of the company – refer point a (iii).

2. PARTICULARS OF THE OFFER

- a. Date of Board Resolution : 27th May 2015.
- b. Date of resolution passed in the general meeting, authorizing the offer of securities : 24th April 2015.
- c. Kinds of securities offered and class of security: Please refer the ISSUE DETAILS
- d. Price at which the security is being offered including the premium: Please refer the ISSUE DETAILS
- e. Name and address of the valuer who performed valuation of the security offered ;

DADBHAWALA Architects, Engineers & Valuers Pvt Ltd.
152, Mittal Court B, 15th Floor, Nariman Point,
Mumbai 400021.
- f. Amount to be raised by way of securities : Please refer the ISSUE DETAILS.
- g. Terms of raising of securities : Please refer the ISSUE DETAILS.
- h. Proposed time schedule of the offer letter : Please refer the ISSUE DETAILS
- i. Purposes and objects of the offer: Purpose of the offer is mentioned in the issue details and for objects of the offer kindly refer point q (v).
- j. Contribution made by the Promoters or Directors to the current offer or furtherance to object ;
None
- k. Principle terms of assets charged as security:
 1. First mortgage and pari passu charge in favour of the Debenture Trustee acting for the benefit of Debenture Holders over the Company's Immoveable Property of Flat bearing No.35-D. at Mahindra Park constructed on land bearing C.T.S. no.175 situated at Lal Bahadur Shastri Marg, Ghatkopar (West), Mumbai 400 086 of Village Kiroi, Taluka, Kurla BSD. Cost at which property was purchased - Rs.18,07,472/- (Rupees Eighteen Lakhs Seven Thousand Four Hundred and Seventy Two Only)
 2. First pari passu mortgage in favour of the Debenture Trustee acting for the benefit of Debenture Holders in respect of the Company's Moveable Properties comprising of
 - i. the receivables (including interest) of the Company arising out of loan, lease and
 - ii. hire purchase transactions, outstanding as on a date,
 - iii. other book debts;
 - iv. such other current assets as may be identified by the Company from time to time and accepted by the Debenture Trustee; and
 - v. Investments (excluding any strategic investments of the Company in the nature of equity shares, preference shares & venture capital units).



The company shall maintain the asset cover ratio as agreed throughout the tenure of the Debenture outstanding.

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATIONS ETC. :-

- i. There is no financial or other material interest of the directors, promoters or key managerial personnel in the offer.
- ii. Details of Litigation or Legal action:

There is no Litigation or Legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the company during the last three years immediately preceding the year of the circulation of the offer letter.
- iii. Remuneration of directors (during the current year and last three financial years)
No remuneration is paid to any of the directors.
- iv. Details of the related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including loans made or, guarantees given or securities provided:

Details of related party transactions during the year ended 31 March, 2015 and balances outstanding as at 31 March, 2015:					₹ in lakh
	Holding Company	Fellow Subsidiaries	KMP	Entities in which individual having significant influence in the Company / relatives of such individual have significant influence	Total
Non Convertible Debentures issued	- (55,000.00)	-	-	-	- (55,000.00)
Non Convertible Debentures Redeemed	10,000.00 (4,498.30)	3,000.00 -	-	-	13,000.00 (4,498.30)
Kotak Mahindra Old Mutual Life Insurance Ltd	-	3,000.00 -	-	-	3,000.00 -
Non Convertible Debentures Outstanding	(**) 52,500 (**) (52,500)	37,000.00 (47,500.00)	-	-	89,500.00 (100,000.00)
Kotak Securities Limited	-	35,500.00 (35,500.00)	-	-	35,500.00 (35,500.00)
Kotak Mahindra Old Mutual Life Insurance Ltd	-	(**) 1,500 (**) (12,000)	-	-	1,500.00 (12,000.00)
Interest payable on debenture issued	2,484.69 (2,411.70)	1,175.91 (1,960.34)	-	-	3,660.60 (4,372.04)
Kotak Securities Limited	-	1,068.15 (1,068.45)	-	-	1,068.15 (1,068.45)
Kotak Mahindra Old Mutual Life Insurance Ltd	-	107.76 (891.89)	-	-	107.76 (891.89)
Outstandings – Payables	149.41 (136.63)	0.31 (0.57)	-	-	149.72 (137.20)
Kotak Securities Limited	-	0.31 (0.57)	-	-	0.31 (0.57)
Deposit received	2.00	-	-	-	2.00
	-	-	-	-	-



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Demat charges Payable		0.01 (0.02)			0.01 (0.02)
Kotak Securities Limited		0.01 (0.02)			0.01 (0.02)
Interest Accrued on Inter Corporate Deposit (Net of TDS)		- (169.73)			- (169.73)
Kotak Mahindra Investments Limited		- (169.73)			- (169.73)
Term Deposits / Margin Deposits placed	509.43 (43,346.58)	2,776.74 (1,983.29)			3,286.17 (45,329.87)
Kotak Securities Limited		2,776.74 (1,983.29)			2,776.74 (1,983.29)
Interest receivable on Term deposits (net of TDS)	0.11 (135.29)				0.11 (135.29)
Inter-Corporate Deposit placed		- (15,000.00)			- (15,000.00)
Kotak Mahindra Investments Limited		- (15,000.00)			- (15,000.00)
Inter-Corporate Deposit redeemed		15,000.00 -			15,000.00 -
Kotak Mahindra Investments Limited		15,000.00 -			15,000.00 -
Deposits	0.10 (0.10)	10.00 (10.00)			10.10 (10.10)
Kotak Mahindra Old Mutual Life Insurance Ltd		10.00 (10.00)			10.00 (10.00)
Bank Balance in Current/OD Account	1,834.44 (10,659.05)				1,834.44 (10,659.05)
Outstandings – Receivables	9.75 (9.47)	0.03 (0.29)			9.78 (9.76)
Kotak Mahindra Old Mutual Life Insurance Ltd		0.03 (0.29)			0.03 (0.29)
Insurance Premium paid in advance		- (4.25)			- (4.25)
Kotak Mahindra Old Mutual Life Insurance Ltd		- (4.25)			- (4.25)
Dividend on Equity Shares	- (10.70)	- (10.28)			- (20.98)
Kotak Securities Limited		- (10.28)			- (10.28)
Dividend paid on Preference Shares		10.00 (10.00)			10.00 (10.00)
Kotak Securities Limited		2.50 (2.50)			2.50 (2.50)
Kotak Mahindra Capital Company Limited		5.00 (5.00)			5.00 (5.00)



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Kotak Investment Advisors Limited		2.50 (2.50)		2.50 (2.50)
Interest received on Term Deposits	1,340.50 (3,144.98)			1,340.50 (3,144.98)
Referral fees received	110.30 (93.50)			110.30 (93.50)
Fee based income		2.81 (3.76)		2.81 (3.76)
Kotak Mahindra Old Mutual Life Insurance Ltd		2.81 (3.76)		2.81 (3.76)
Rent received	554.36 (553.13)	3.50 (3.50)		557.86 (556.63)
Kotak Mahindra Old Mutual Life Insurance Ltd		2.08 (2.08)		2.08 (2.08)
Kotak Mahindra Asset Management Co Limited		1.42 (1.42)		1.42 (1.42)
Interest on Cash Credit	57.77 (59.51)			57.77 (59.51)
Interest income on Inter-Corporate Deposit		48.26 (188.59)		48.26 (188.59)
Kotak Mahindra Investments Limited		48.26 (188.59)		48.26 (188.59)
Brokerage paid		47.56 (84.69)		47.56 (84.69)
Kotak Securities Limited		47.56 (84.69)		47.56 (84.69)
Interest on debentures paid	5,078.50 (4,401.24)	4,126.69 (4,670.46)		9,205.19 (9,071.70)
Kotak Securities Limited		3,729.92 (3,730.00)		3,729.92 (3,730.00)
Kotak Mahindra Old Mutual Life Insurance Ltd		396.77 (940.47)		396.77 (940.47)
Data Processing Expenses	66.00 (66.00)			66.00 (66.00)
Common Establishment Expenses - Reimbursed	909.68 (751.55)	138.00 (78.00)		1,047.68 (829.55)
Kotak Mahindra Investments Limited		138.00 (78.00)		138.00 (78.00)
Arranger Fees paid	139.29 (154.14)			139.29 (154.14)
IPA Fees paid	2.00 -			2.00 -
Guest House Charges paid	0.53 (0.99)			0.53 (0.99)
Gym Charges paid	0.24 (0.10)			0.24 (0.10)
Office Exps paid	2.69 (2.60)			2.69 (2.60)
Purchase of Gold Coin - Staff Welfare expenses	0.92 (5.03)			0.92 (5.03)

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Rent paid	533.42 (504.47)				533.42 (504.47)
Referral fees paid	443.72 (401.13)				443.72 (401.13)
Insurance Premium paid	-	4.49 (5.35)			4.49 (5.35)
Kotak Mahindra Old Mutual Life Insurance Ltd	-	4.49 (5.35)			4.49 (5.35)
Demat Charged paid	0.63	0.01 (0.02)			0.64 (0.02)
Kotak Securities Limited	-	0.01 (0.02)			0.01 (0.02)
Cost of travel tickets purchased	-			12.35 (6.61)	12.35 (6.61)
Aero Agencies Limited	-			12.35 (6.61)	12.35 (6.61)
Expense reimbursements by other company	18.66 (28.73)	0.71 (0.19)			19.37 (28.92)
Kotak Mahindra Investments Limited	-	0.11			0.11
Kotak Mahindra Old Mutual Life Insurance Ltd	-	0.38			0.38
Kotak Mahindra Asset Management Co Limited	-	0.22 (0.19)			0.22 (0.19)
Expense reimbursements to other company	788.03 (610.15)	23.23 (1.64)			811.26 (611.79)
Kotak Securities Limited	-	22.48			22.48
Kotak Mahindra Investments Limited	-	0.75 (1.64)			0.75 (1.64)
Reimbursement to Other Company - Employee transfer	38.73 (12.10)	1.38 (9.03)			40.11 (21.13)
Kotak Mahindra Investments Limited	-	1.38 (9.03)			1.38 (9.03)
Reimbursement by Other Company - Employee transfer	13.36 (9.92)	- (3.78)			13.36 (13.70)
Kotak Securities Limited	-	- (3.78)			- (3.78)
Reimbursement to Other Company - Purchase of Assets	1.35 (0.52)	- (7.63)			1.35 (8.15)
Kotak Mahindra Old Mutual Life Insurance Ltd	-	- (7.63)			- (7.63)
Reimbursement by Other Company - Sale of Assets	1.20 (14.53)	- (7.41)			1.20 (21.94)
Kotak Mahindra Investments Limited	-	- (7.41)			- (7.41)

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Guarantees given by KMBL	(12.05)			(12.05)
Remuneration to key management personnel*		140.33 (112.91)		140.33 (112.91)
Vyomesh Kapasi		140.33 (112.91)		140.33 (112.91)
<p>* Excludes provision for gratuity and compensated absences, since it is based on actuarial valuation done on an overall basis. Note: Figures in bracket relates to the previous year</p> <p>** Includes purchase and sale of NCDs in Secondary Market as follows:</p>				
Name of Related Party	Particulars of Secondary Market		2014-15	2013-14
Kotak Mahindra Bank Limited	Purchase of NCDs		22,500.00	400.00
	Sale of NCDs		12,500.00	37,900.00
Kotak Mahindra Old Mutual Life Insurance Ltd	Purchase of NCDs		3,000.00	7,500.00
	Sale of NCDs		10,500.00	6,000.00

Details of related party transactions during the year ended 31 March, 2014 and balances outstanding as at 31 March, 2014					₹ in lakh
	Holding Company	Fellow Subsidiaries	KMP	Entities in which KMP / relatives of KMP have significant influence	Total
Non Convertible Debentures issued	55,000.00 (17,000.00)	- (16,500.00)			55,000.00 (33,500.00)
Kotak Securities Limited		- (6,500.00)			- (6,500.00)
Kotak Mahindra Old Mutual Life Insurance Ltd		- (10,000.00)			- (10,000.00)
Non Convertible Debentures Redeemed	4,498.30 (5,000.00)	- -			4,498.30 (5,000.00)
Kotak Securities Limited		- -			- -
Non Convertible Debentures Outstanding	52,500.00 (39,498.30)	47,500.00 (46,000.00)			100,000.00 (85,498.30)
Kotak Investment Advisors Limited		- (**)-			- -
Kotak Securities Limited		35,500.00 (35,500.00)			35,500.00 (35,500.00)



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Kotak Mahindra Old Mutual Life Insurance Ltd		12,000.00 (**) (10,500)			12,000.00 (10,500.00)
Interest payable on debenture issued	2,411.70 (2,522.13)	1,960.34 (1,812.15)			4,372.04 (4,334.28)
Kotak Securities Limited		1,068.45 (1,071.71)			1,068.45 (1,071.71)
Kotak Mahindra Old Mutual Life Insurance Ltd		891.89 (740.44)			891.89 (740.44)
Inter-Corporate Deposit obtained		15,000.00 -			15,000.00 -
Kotak Mahindra Investments Limited		15,000.00 -			15,000.00 -
Outstandings – Payables	136.63 (41.94)	0.57 (9.55)			137.20 (51.49)
Kotak Securities Limited		0.57 (9.55)			0.57 (9.55)
Demat charges Payable		0.017 (0.002)			0.017 (0.002)
Kotak Securities Limited		0.017 (0.002)			0.017 (0.002)
Sale of units of Kotak Real Estate Fund		- (644.45)			- (644.45)
Kotak Investment Advisors Limited		- (644.45)			- (644.45)
Sale of debentures		- (3,801.35)			- (3,801.35)
Kotak Securities Limited		- (3,801.35)			- (3,801.35)
Interest Accrued on Inter Corporate Deposit (Net of TDS)		169.73 -			169.73 -
Kotak Mahindra Investments Limited		169.73 -			169.73 -
Term Deposits / Margin Deposits placed	43,346.58	1,983.29			45,329.87



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

	(17,634.90)	(2,146.15)			(19,781.05)
Kotak Securities Limited		1,983.29			1,983.29
		(2,146.15)			(2,146.15)
Interest receivable on Term deposits (net of TDS)	135.29				135.29
	(15.17)				(15.17)
Deposits	0.10	10.00			10.10
	(0.10)	(10.00)			(10.10)
Kotak Mahindra Old Mutual Life Insurance Ltd		10.00			10.00
		(10.00)			(10.00)
Bank Balance in Current/OD Account	10,659.05				10,659.05
	(10,391.68)				(10,391.68)
Outstandings – Receivables	9.47	0.29			9.76
	-	(0.41)			(0.41)
Kotak Mahindra Old Mutual Life Insurance Ltd		0.29			0.29
		(0.41)			(0.41)
Insurance Premium paid in advance		4.25			4.25
		(4.82)			(4.82)
Kotak Mahindra Old Mutual Life Insurance Ltd		4.25			4.25
		(4.82)			(4.82)
Dividend on Equity Shares	10.70	10.28			20.98
	-	-			-
Kotak Securities Limited		10.28			10.28
		-			-
Dividend paid on Preference Shares		10.00			10.00
		(10.00)			(10.00)
Kotak Securities Limited		2.50			2.50
		-			-
Kotak Mahindra Asset Management Co Limited		-			-
		(2.50)			(2.50)
Kotak Mahindra Capital Company Limited		5.00			5.00
		(5.00)			(5.00)
Kotak Investment Advisors Limited		2.50			2.50
		(2.50)			(2.50)



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Interest received on Term Deposits	3,144.98 (235.05)				3,144.98 (235.05)
Fee based income	-	3.76			3.76
	(12.50)	(5.16)			(17.66)
Kotak Mahindra Old Mutual Life Insurance Ltd		3.76 (5.16)			3.76 (5.16)
License fees received	553.13 (553.73)	3.50 (1.39)			556.63 (555.12)
Kotak Mahindra Old Mutual Life Insurance Ltd		2.08			2.08
		-			-
Kotak Mahindra Asset Management Co Limited		1.42 (1.39)			1.42 (1.39)
Interest on Cash Credit	59.51 (118.37)				59.51 (118.37)
Interest income on Inter-Corporate Deposit		188.59			188.59
		-			-
Kotak Mahindra Investments Limited		188.59			188.59
		-			-
Brokerage paid		84.69 (94.17)			84.69 (94.17)
Kotak Securities Limited		84.69 (94.17)			84.69 (94.17)
Interest on debentures paid	4,401.24 (3,649.50)	4,670.47 (4,813.50)			9,071.71 (8,463.00)
Kotak Investment Advisors Limited		- (306.67)			- (306.67)
Kotak Securities Limited		3,730.00 (3,298.27)			3,730.00 (3,298.27)
Kotak Mahindra Old Mutual Life Insurance Ltd		940.47 (1,208.56)			940.47 (1,208.56)
Data Processing Expenses	66.00 (60.00)				66.00 (60.00)



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Common Establishment Expenses - Reimbursed	751.55 (628.74)	78.00 (16.28)			829.55 (645.02)
Kotak Mahindra Investments Limited		78.00 (16.28)			78.00 (16.28)
Arranger Fees paid	154.14 -				154.14 -
Guest House Charges paid	0.99 (0.66)				0.99 (0.66)
Gym Charges paid	0.10 (0.22)				0.10 (0.22)
Office Exps paid	2.60 -				2.60 -
Guarantee Charges paid	- (0.02)				- (0.02)
Purchase of Gold Coin - Staff Welfare expenses	5.03 (3.33)				5.03 (3.33)
License fees paid	504.47 (466.35)				504.47 (466.35)
Insurance Premium paid		5.35 (4.83)			5.35 (4.83)
Kotak Mahindra Old Mutual Life Insurance Ltd		5.35 (4.83)			5.35 (4.83)
Demat Charged paid		0.02 (0.01)			0.02 (0.01)
Kotak Securities Limited		0.02 (0.01)			0.02 (0.01)
Cost of travel tickets purchased				6.61 (7.80)	6.61 (7.80)
Aero Agencies Limited				6.61 (7.80)	6.61 (7.80)
Expense reimbursements by other company	122.23 (12.29)	0.19 (0.24)			122.42 (12.53)
Kotak Mahindra Investments Limited		- (0.07)			- (0.07)



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Kotak Mahindra Asset Management Co Limited		0.19 (0.17)			0.19 (0.17)
Expense reimbursements to other company	1,011.28 (472.82)	1.64 (6.73)			1,012.92 (479.55)
Kotak Securities Limited		- (0.06)			- (0.06)
Kotak Mahindra Investments Limited		1.64 (6.67)			1.64 (6.67)
Reimbursement to Other Company - Employee transfer	12.10 (14.22)	9.03 -			21.13 (14.22)
Kotak Mahindra Investments Limited		9.03 -			9.03 -
Reimbursement by Other Company - Employee transfer	9.92 (9.27)	3.78 (1.18)			13.70 (10.45)
Kotak Mahindra Investments Limited		- -			- -
Kotak Securities Limited		3.78 (1.18)			3.78 (1.18)
Reimbursement to Other Company - Purchase of Assets	0.52 (0.01)	7.63 -			8.15 (0.01)
Kotak Mahindra Old Mutual Life Insurance Ltd		7.63 -			7.63 -
Reimbursement by Other Company - Sale of Assets	14.53 (0.15)	7.41 -			21.94 (0.15)
Kotak Mahindra Investments Limited		7.41 -			7.41 -
Guarantees given by KMBL	12.05 (3.75)				12.05 (3.75)
Remuneration to key management personnel*			112.91 (101.27)		112.91 (101.27)
Vyomesh Kapasi			112.91 (101.27)		112.91 (101.27)

Excludes provision for gratuity and compensated absences, since it is based on actuarial valuation done on an overall basis.

Note: Figures in bracket relates to the previous year



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

** Includes purchase and sale of NCDs in Secondary Market as follows:

Name of Related Party	Particulars of Secondary Market	2013-14	2012-13
Kotak Mahindra Bank Limited	Purchase of NCDs	400.00	8,498.30
	Sale of NCDs	37,900.00	7,000.00
Kotak Investment Advisors Limited	Purchase of NCDs	-	-
	Sale of NCDs	-	5,000.00
Kotak Mahindra Old Mutual Life Insurance Ltd	Purchase of NCDs	7,500.00	500.00
	Sale of NCDs	6,000.00	7,500.00

Details of related party transactions during the year ended 31 March, 2013 and balances outstanding as at 31 March, 2013:						₹ in lakhs
	Holding Company	Fellow Subsidiaries	KMP	Entities in which KMP / relatives of KMP have significant influence	Mutual Fund/ Venture Capital Fund/ Gratuity Fund managed by Fellow Subsidiary	Total
Non Convertible Debentures issued	17,000.00	16,500.00				33,500.00
	(26,000.00)	(16,500.00)				(42,500.00)
Kotak Securities Limited		6,500.00				6,500.00
		(9,000.00)				(9,000.00)
Kotak Mahindra Old Mutual Life Insurance Ltd		10,000.00				10,000.00
		(7,500.00)				(7,500.00)
Non Convertible Debentures Redeemed	5,000.00	-				5,000.00
	(6,000.00)	(3,000.00)				(9,000.00)
Kotak Securities Limited		-				-
		(3,000.00)				(3,000.00)
Non Convertible Debentures Outstanding	(**) 39,498.30	46,000.00				85,498.30
	(26,000.00)	(41,500.00)				(67,500.00)
Kotak Investment Advisors Limited		(**) -				-
		(5,000.00)				(5,000.00)
Kotak Securities Limited		35,500.00				35,500.00



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Kotak Mahindra Old Mutual Life Insurance Ltd		(29,000.00)				(29,000.00)
		(**) 10,500				10,500.00
		(7,500.00)				(7,500.00)
Interest payable on debenture issued	2,522.13	1,812.15				4,334.28
	(1,818.01)	(1,540.79)				(3,358.80)
Kotak Investment Advisors Limited		-				-
Kotak Securities Limited		(299.34)				(299.34)
		1,071.71				1,071.71
		(820.63)				(820.63)
Kotak Mahindra Old Mutual Life Insurance Ltd		740.44				740.44
		(420.82)				(420.82)
Commercial Paper redeemed		-				-
		(1,000.00)				(1,000.00)
Kotak Mahindra Old Mutual Life Insurance Ltd		-				-
		(1,000.00)				(1,000.00)
Inter-Corporate Deposit obtained		-				-
		(500.00)				(500.00)
Kotak Mahindra Investments Limited		-				-
		(500.00)				(500.00)
Inter-Corporate Deposit repaid		-				-
		(500.00)				(500.00)
Kotak Mahindra Investments Limited		-				-
		(500.00)				(500.00)
Outstandings – Payables	41.94	9.55				51.49
	(23.87)	(304.78)				(328.65)
Kotak Securities Limited		9.55				9.55
		(304.78)				(304.78)
Demat charges Payable		0.002				0.002
		(0.003)				(0.003)

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Kotak Securities Limited		0.002 (0.003)				0.002 (0.003)
Redemption of units of Kotak Real Estate Fund					- (150.08)	- (150.08)
Income on units of Kotak Real Estate Fund					- (28.28)	- (28.28)
Purchases of units of Kotak Mahindra Mutual Fund					1,748,475.83 (1,716,059.54)	1,748,475.83 (1,716,059.54)
Sales of units of Kotak Mahindra Mutual Fund					1,749,130.07 (1,716,965.94)	1,749,130.07 (1,716,965.94)
Sale of equity shares of Phoenix ARC Private Limited		- (1,155.06)				- (1,155.06)
Kotak Mahindra Investments Limited		- (1,155.06)				- (1,155.06)
Sale of units of Kotak Real Estate Fund		644.45				644.45
Kotak Investment Advisors Limited		644.45				644.45
Sale of debentures		3,801.35				3,801.35
Kotak Securities Limited		3,801.35				3,801.35
Term Deposits / Margin Deposits placed	17,634.90 (1,043.04)	2,146.15 (488.26)				19,781.05 (1,531.30)
Kotak Securities Limited		2,146.15 (488.26)				2,146.15 (488.26)



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Interest receivable on Term deposits (net of TDS)	15.17 (6.34)					15.17 (6.34)
Deposits	0.10 (0.10)	10.00 (10.00)				10.10 (10.10)
Kotak Mahindra Old Mutual Life Insurance Ltd		10.00 (10.00)				10.00 (10.00)
Bank Balance in Current/OD Account	(10,391.68) (76,959.43)					(10,391.68) (76,959.43)
Outstandings – Receivables	-	0.41 (1.02)				0.41 (1.02)
Kotak Mahindra Old Mutual Life Insurance Ltd		0.41 (0.57)				0.41 (0.57)
Kotak Securities Limited		- (0.45)				- (0.45)
Insurance Premium paid in advance		4.82 (4.33)				4.82 (4.33)
Kotak Mahindra Old Mutual Life Insurance Ltd		4.82				4.82
		(4.33)				(4.33)
Dividend paid on Preference Shares		10.00 (0.08)				10.00 (0.08)
Kotak Mahindra Asset Management Co Limited		2.50 (0.02)				2.50 (0.02)
Kotak Mahindra Capital Company Limited		5.00 (0.04)				5.00 (0.04)
Kotak Investment Advisors Limited		2.50 (0.02)				2.50 (0.02)



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Interest received on Term Deposits	235.05 (327.33)					235.05 (327.33)
Fee based income	12.50	5.16				17.66
	-	(7.66)				(7.66)
Kotak Mahindra Old Mutual Life Insurance Ltd		5.16				5.16
		(7.66)				(7.66)
License fees received	553.73 (402.96)	1.39 (1.27)				555.12 (404.23)
Kotak Mahindra Asset Management Co Limited		1.39				1.39
		(1.27)				(1.27)
Interest on Cash Credit	118.37 (69.26)					118.37 (69.26)
Interest on Inter-Corporate Deposit		-				-
		(0.39)				(0.39)
Kotak Mahindra Investments Limited		-				-
		(0.39)				(0.39)
Brokerage paid		94.17				94.17
		(99.00)				(99.00)
Kotak Securities Limited		94.17				94.17
		(99.00)				(99.00)
Interest on debentures paid	3,649.50 (2,459.31)	4,813.50 (3,603.30)				8,463.00 (6,062.61)
Kotak Investment Advisors Limited		306.67				306.67
		(458.06)				(458.06)
Kotak Securities Limited		3,298.27				3,298.27
		(2,724.42)				(2,724.42)
Kotak Mahindra Old Mutual Life Insurance Ltd		1,208.56				1,208.56
		(420.82)				(420.82)
Discount amortised on commercial paper		-				-
		(28.72)				(28.72)

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Kotak Mahindra Old Mutual Life Insurance Ltd		-				-
		(28.72)				(28.72)
Data Processing Expenses	60.00					60.00
	(60.00)					(60.00)
Common Establishment Expenses - Reimbursed	628.74	16.28				645.02
	(485.21)	(14.40)				(499.61)
Kotak Mahindra Investments Limited		16.28				16.28
		(14.40)				(14.40)
Guest House Charges paid	0.66					0.66
	(0.87)					(0.87)
Gym Charges paid	0.22					0.22
	(0.42)					(0.42)
Guarantee Charges paid	0.02					0.02
	-					-
Purchase of Gold Coin - Staff Welfare expenses	3.33					3.33
	-					-
Fee based expense (net of service tax)	-					-
	(13.90)					(13.90)
License fees paid	466.35					466.35
	(458.96)					(458.96)
Insurance Premium paid		4.83				4.83
		(2.82)				(2.82)
Kotak Mahindra Old Mutual Life Insurance Ltd		4.83				4.83
		(2.82)				(2.82)
Demat Charged paid		0.01				0.01
		(0.004)				(0.004)
Kotak Securities Limited		0.01				0.01
		(0.004)				(0.004)



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Cost of travel tickets purchased				7.80		7.80
				(1.77)		(1.77)
Aero Agencies Limited				7.80		7.80
				(1.77)		(1.77)
Expense reimbursements by other company	12.29	0.24		-		12.53
	(12.54)	(0.18)		-		(12.72)
Kotak Mahindra Investments Limited		0.07				0.07
		(0.08)				(0.08)
Kotak Mahindra Asset Management Co Limited		0.17				0.17
		(0.10)				(0.10)
Expense reimbursements to other company	472.82	6.73				479.55
	(442.45)	(2.27)				(444.72)
Kotak Securities Limited		0.06				0.06
		-				-
Kotak Mahindra Investments Limited		6.67				6.67
		(2.27)				(2.27)
Reimbursement to Other Company - Employee transfer	14.22	-				14.22
	(17.07)	(0.23)				(17.30)
Kotak Mahindra Investments Limited		-				-
		(0.23)				(0.23)
Reimbursement by Other Company - Employee transfer	9.27	1.18				10.45
	(17.76)	(0.91)				(18.67)
Kotak Mahindra Old Mutual Life Insurance Ltd		-				-
		(0.91)				(0.91)
Kotak Securities Limited		1.18				1.18
		-				-

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2006 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Reimbursement to Other Company - Purchase of Assets	0.01 (0.05)					0.01 (0.05)
Reimbursement by Other Company - Sale of Assets	0.15 (15.43)					0.15 (15.43)
Guarantees given by KMBL	3.75 (3.75)					3.75 (3.75)
Remuneration to key management personnel*			101.27 (119.53)			101.27 (119.53)
Sumit Bali			- (58.84)			- (58.84)
Vyomesh Kapasi			101.27 (60.69)			101.27 (60.69)

* Excludes provision for gratuity and compensated absences, since it is based on actuarial valuation done on an overall basis. Note: Figures in bracket relates to the previous year

** Includes purchase and sale of NCDs in Secondary Market as follows

Name of Related Party	Particulars of Secondary Market	CY 2012-13	PY 2011-12
Kotak Mahindra Bank Limited	Purchase of NCDs	8,498.30	-
	Sale of NCDs	7,000.00	14,000.00
Kotak Investment Advisors Limited	Purchase of NCDs	-	-
	Sale of NCDs	5,000.00	1,000.00
Kotak Mahindra Old Mutual Life Insurance Ltd	Purchase of NCDs	500.00	-
	Sale of NCDs	7,500.00	-

- v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualification or adverse remark.

Nil

- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries.

Nil



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- vii. Details of acts of material frauds committed against company in the last three years, if any, and if so, the action taken by the company.

There are instances of frauds committed against the company in the last three years which are inherent in the nature of business of the Company. Adequate provision in respect thereof has been made in the books of accounts from time to time. Details of fraud where losses/likely losses are more than Rs. 50 lacs are as under:

Sr. No.	Type of Fraud	No. of Instances	Actual/ Likely Loss (Rs. in Lacs)
1	Submission of forged RC	2	29.22
2	Unauthorized sale of properties mortgaged to KMPL	1	44.15
3	Various Frauds by Customer	13	53.23

The company reviews all frauds occurring from time to time and take stringent actions including reporting of the same to regulatory authorities as well as improving processes and policies thereof.

4. FINANCIAL POSITION OF THE COMPANY

- a) The capital structure of the company in the following manner in a tabular form-

- i) a) the authorized, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value); b) size of the present offer & c) paid up capital –refer point c (i) & (ii)
ii) the details of the existing share capital of the issuer company in a tabular form, indicating therein regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration. - refer point c (iii)

- b) Profits of the company, before and after making provision for tax, for the three financial years –refer point (j)

- c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years

Details of Dividend declared

(₹ in lakhs)

Particulars	FY 2014-15	FY 2013-14	FY 2012-13
Final Dividend on Preference Shares (₹ 1 per share)	10.00	10.00	10.00
Final Dividend on Equity shares (₹ 0.60 per share)	20.97	-	-
Interim Dividend on Equity shares (₹ 0.60 per share)	-	20.97	-
Total Dividend declared	30.97	30.97	10.00
Interest Coverage Ratio	1.34	1.36	1.33

- d) A Summary of the financial position of the company as in the three audited balance sheets – refer point (k)

- e) Audited Cash Flow Statement for the three years

Cash Flow Statement for the year ended 31st March 2015

	2014-15	
	₹ in lakhs	₹ in lakhs
Cash flows from operating activities		
Profit before tax	77,394.58	
Add/(Less) : Adjustment for		
Depreciation and amortization expense	227.22	
Profit on sale of current investments	(1,958.55)	
Loss on buy back of debentures	316.73	
Interest on fixed deposits not considered as cash and cash equivalent	(175.60)	
Dividend on long term investments	-	



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Discount income on certificate of deposits	-	
Bad trade and other receivables, loans and advances written off	2,868.92	
Liabilities / provisions no longer required, written back	(282.22)	
Profit on sale of fixed assets	(8.86)	
Provision for long term employee benefits	113.92	
Provision for short term employee benefits	17.02	
Provision for doubtful debts, receivables and advances (net)	1,305.64	
Provision for diminution in investments (net)	375.21	
Provision for standard assets	433.05	
Operating profit before working capital changes	80,627.06	
(Increase) / Decrease in loans and advances under financing activity	(195,033.97)	
Decrease / (Increase) in loans and advances	11,471.17	
Increase in current liabilities	20,475.94	
Cash (used in) / generated from operations	(82,459.80)	
Income Tax paid (net of refunds)	(27,578.69)	
Net cash (used in) / generated from operating activities A		(110,038.49)
Cash flows from investing activities		
Purchase of fixed assets	(177.46)	
Sale of fixed assets	12.69	
Dividend on long term investments	-	
Discount income on certificate of deposits	-	
Bank balances / fixed deposits not considered as cash and cash equivalents	(4,162.85)	
Interest on fixed deposits not considered as cash and cash equivalent	175.60	
Share application money refund received / (given)	26.56	
Purchase of investments	(5,329,294.39)	
Sale of investments	5,321,957.44	
Net cash (used in) investing activities B		(11,462.41)
Cash flows from financing activities		
Increase in non convertible debentures	28,256.36	
Increase / (Decrease) in short term borrowings	73,090.52	
Decrease in bank borrowings	(31,800.00)	
Dividend paid (including dividend distribution tax) on preference shares	(11.70)	
Interim dividend paid (including dividend distribution tax) on equity shares	-	
Net cash from / (used in) financing activities C		69,535.18
Net (decrease) / increase in cash and cash equivalents A+B+C		(51,965.72)
Cash and cash equivalents at the beginning of the year		56,434.49
Cash and cash equivalents at the end of the year		4,468.77



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(f) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Cash Flow Statement for the year ended

	2013-14	2012-13
	₹ in lakhs	₹ in lakhs
Cash flows from operating activities		
Profit before tax	75,166.25	64,101.10
Add/(Less) : Adjustment for		
Depreciation and amortization expense	261.05	266.72
Profit on sale of current investments	(498.96)	(943.29)
(Loss) / Profit on sale of long term investments	-	75.89
Loss on buy back of debentures	328.60	-
Dividend on long term investments	(3.38)	(3.73)
Discount income on Certificate of Deposits	(17.30)	(91.22)
Interest income on current investments	-	(12,785.23)
Interest income on long term investments	-	(506.61)
Profit on sale of fixed assets	(3.73)	(3.39)
Provision for long term employee benefits	(64.45)	104.20
Provision for short term employee benefits	32.31	3.26
Provision for doubtful debts, receivables, investments and advances	1,570.68	1,525.16
Provision for diminution in investments	(419.00)	-
Provision for standard assets	20.04	953.33
Operating profit before working capital changes	76,372.11	52,696.19
	2013-14	2012-13
	₹ in lakhs	₹ in lakhs
Increase in Receivables under Financing Activity	3,459.21	(363,877.85)
Decrease / (Increase) in Loans and Advances	(11,632.19)	49.17
Increase in Current Liabilities	11,066.34	4,432.61
Cash used in operations	79,265.47	(306,699.88)
Income Tax paid (net of refunds)	(26,072.00)	(20,119.07)
Net cash used in operating activities A	53,193.47	(326,818.95)
Cash flows from investing activities		
Purchase of Fixed assets	(177.54)	(383.73)
Sale of Fixed assets	22.94	9.65
Dividend on current investments	-	-
Dividend on long term investments	3.38	3.73
Discount income on Certificate of Deposits	17.30	91.22
Interest income on current investments	-	(12,785.23)
Interest income on long term investments	-	(506.61)
Application money pending allotment	(90.66)	-
Purchase of Investments	(4,144,035.65)	(3,234,486.17)
Sale of Investments	4,155,086.68	3,192,993.65
Net cash used in investing activities B	10,826.45	(28,479.81)



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Cash flows from financing activities		
Increase in Non convertible debentures	134,980.46	205,889.23
Increase / (Decrease) in Short term borrowings	(25,918.72)	90,664.51
(Decrease) / Increase in Bank borrowings	(115,119.95)	(770.60)
Dividend paid and Corporate Dividend Tax on preference shares	(36.23)	(11.62)
Net cash from financing activities C	(6,094.44)	295,771.52
Net (decrease) / increase in cash and cash equivalents A+B+C	57,925.48	(59,527.24)
Cash and cash equivalents at the beginning of the year	19,863.19	79,390.43
Cash and cash equivalents at the end of the year	77,788.67	19,863.19

f) Any change in accounting policies during the last three years and their effect on the profits and reserves of the company
Nil

SECTION B:

a. SUMMARY TERM SHEET DETAILING BRIEF INFORMATION PERTAINING TO THE TERMS OF THE ISSUE

Please refer respective Term Sheets for each investor for the specific Issue details.

Minimum Subscription / Ticket Size:

Minimum Ticket Size for single investor:

The minimum subscription amount for a single investor shall be ₹ 25 lakh and in multiples of ₹10 lakh thereafter.
Vide RBI circular DNBD(PD) CC No.330 /03.10.001/2012-13.

Minimum Subscription for overall Issue:

In terms of the clarification issued by SEBI (Ref. No. SEBI/MRD/SE/AT/46/2003) on December 22, 2003, the minimum subscription clause is not applicable to privately placed debt securities.

Issue Schedule:

The Issuer reserves the right to close the issue earlier from the aforesaid date or change the issue time table including the Date of Allotment at its sole discretion, without giving any reasons or prior notice. Each series will be open for subscription at the commencement of banking hours and close at the close of banking hours on the dates specified in the respective term sheets pertaining to such series.

Each series of Debentures offered pursuant to this Schedule shall be subject to the terms and conditions pertaining to the Debentures outlined hereunder as modified / supplemented by the terms of the respective term sheets filed with the Stock Exchange in relation to such series and other documents in relation to such issuance. The terms and conditions contained in this Schedule shall be read in conjunction with the provisions (as may be mutually agreed between the issuer and respective debenture holders from time to time) contained in the respective Term Sheet(s), and in case of any repugnancy, inconsistency or where there is a conflict between the terms and conditions as are stipulated in the respective Term Sheets on one hand, and the terms and conditions in the Schedule (and necessary addendums to the Schedule) on the other, the provisions contained in the Term Sheets shall prevail over and override the provisions of the Schedule (and necessary addendums to the Schedule) for all intents and purposes.

Settlement mode of the Instrument:

The payment of the redemption amount of the Debentures will be made by the Company to the Registered Debenture holders recorded in the books of the Company and in the case of joint holders, to the one whose name appears first in the Register of Debenture holders as on the record date. In the event of the Company not receiving any notice of transfer along with the original Debenture certificates, before the record date, the transferee(s) for the Debenture(s) shall not have any claim against the Company in respect to the amount so paid to the Registered Debenture holders.



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

On the final maturity date, the Debentures held in the physical form will be redeemed by the Company as a legal discharge of the liability of the Company towards the debenture holders and the applicant has to surrender the duly discharged Debenture certificates/letter of allotment to the Company by registered post with acknowledgement due or by hand delivery to the Company at the Registered / Mumbai Office or to such other person(s) at such address as may be notified by the Company from time to time, on the record date for redemption or immediately next working day of the record date for redemption.

The Debentures held in the Dematerialized Form shall be taken as discharged on payment of the redemption amount by the Company to the registered Debenture holders whose name appears in the Register of Debenture holders. Such payment will be a legal discharge of the liability of the Company towards the Debenture holders. On such payment being made, the Company will inform NSDL/CDSL and accordingly, the depository account of the Debenture holders with NSDL/CDSL will be debited.

The Company's liability to the Debenture holders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due dates of redemption in all events. Further, the Company will not be liable to pay any interest or compensation from the dates of such redemption.

On the Company dispatching the amount as specified above in respect of the Debentures, the liability of the Company shall stand extinguished.

The interest as well as the redemption payments shall be made through instruments payable at par at Mumbai or through RTGS / ECS / transfer instructions.

Depository Arrangement:

The Company has made depository arrangements with NSDL/CDSL for the Debentures. The investors will have the option to hold the debentures in dematerialized form and deal with the same as per the provisions of the Depositories Act, 1996 / Rules, as may be notified by NSDL /CDSL from time to time.

Investors desirous of receiving debentures in the dematerialized form should mention their Depository Participant's name, DP-ID and beneficiary account number in the appropriate place in the application form. Debentures allotted to successful allottee(s) having depository account shall be credited to their depository account against surrender of letter of allotment.

The Company will not be able to credit the depository account of the investors until all the required depository details are provided.

Record Date:

The record date for determining eligibility for interest / principal payments shall be seven working days before the relevant interest / principal payment date. Interest / Principal will be paid to the person whose name appears in the Register of Debenture holders as sole / first Debenture holder or as per the list of beneficiaries provided by the Depository as on the record date. In case of delay in lodgment of the instrument of transfer, all claims on interest / principal shall be inter-se between the transferor and transferee.

Transaction Documents:

The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the issue:

1. Letter appointing Trustees to the Debenture Holders and / or Debenture Trusteeship Agreement;
2. Debenture Trust Deed cum Deed of Mortgage ;
3. Rating Agreement with CRISIL/ ICRA;
4. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form;
5. Tripartite Agreement between the issuer, Registrar and CDSL for issue of Bonds in Dematerialized form;
6. Letter appointing Registrar and MoU entered into between the issuer and the Registrar;
7. Application made to BSE for seeking its in-principle approval for listing of Bonds;
8. Listing Agreement with BSE;
9. Letter appointing Arrangers to an Issue.



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(i) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Conditions precedent to Disbursement:

The subscription from investors shall be accepted for allocation and allotment by the issuer subject to the following:
Submission of completed Application Form:

All applications duly completed and unless stated otherwise in the respective Term Sheets, should mention the mode of transfer, which can be a direct RTGS or transfer instruction from the respective investor's account to KMPL account or else to be accompanied by account payee cheques / drafts, to be submitted at the Registered / Mumbai offices of the Company.

Right to Accept / Reject Applications:

The Issuer is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason. Application forms that are not complete in any respect may be rejected at the sole and absolute discretion of the Issuer.

Mode of Pay-in:

Unless stated otherwise in the respective Term Sheets, all cheques / drafts / transfers/ RTGS (Real Time Gross Settlement System) must be made payable to "Kotak Mahindra Prime Limited".

Rating Letter:

- Rating letter(s) from the aforesaid rating agencies not being more than one month old from the issue opening date;
- Consent Letter from the Debenture Trustee
- Letter from the trustees conveying their consent to act as Trustees for the Debentureholder(s);
- In-principal Approval for Listing from Stock Exchange
- Letter from the BSE issuing their in-principal approval for listing of Debentures.

Condition Subsequent to Disbursement

Date of Allotment:

The Date of Allotment for each tranche will be finalized as mentioned in the applicable Term Sheet.

Listing:

The issuer shall complete all the formalities and seek listing permission within 15 days from the deemed date of allotment.

Events of Default:

- a) If the Company makes default in payment of moneys due in respect of principal or interest owing upon the Debentures in accordance with the terms and conditions contained in the Schedule and the Term Sheet.
- b) If a petition for winding up of the Company has been admitted and has not been contested by the Company for a period of 365 days from the date of such admission, or if an order of a Court of competent jurisdiction is made for winding-up of the Company, or an effective resolution is passed by the shareholders of the Company for the winding up of the Company otherwise than in pursuance of a scheme of amalgamation or reconstruction and duly carried into effect;
- c) If a distress, execution or other process is initiated by any Court of competent jurisdiction upon the Mortgaged Premises or any part thereof and is not withdrawn or discharged, satisfied or paid out within 365 days or such extended period as may be agreed to in writing by the Trustees from the date of levy or enforcement of such distress, execution or other process and the Charged Assets reduces below the Assets Cover Ratio;
- d) If the Company shall, without the consent of the Trustees, cease to carry on its business or give notice of its intention to do so;



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(f) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

- c) If the Company shall, without the consent of the Trustees, sell the Mortgaged Premises and/or Charged Assets or any part thereof otherwise than in the ordinary course of business and the Charged Assets reduces below the Assets Cover Ratio;
- f) If the Company at any point of time fails to observe or perform any of its covenants, conditions or provisions contained in this Schedule or the Term Sheet(s);
- g) If the Company, without the previous notice in writing of the Trustee, makes or attempts to make any alteration in the provisions of its Memorandum and/or Articles of Association which might, in the opinion of the Trustees, detrimentally affect the interest of the Debentureholders and thereafter, upon demand by the Trustee, the Company refuses or neglects or is unable to rescind such alteration.

Role and responsibilities of Debenture Trustee:

The role and responsibility of Debenture Trustee is as mentioned in the Debenture Trust Deed cum Deed of Mortgage dated January 7, 2013 and any supplemental/modified deed executed from time to time.

Governing Law and Jurisdiction:

The Debentures are governed by and will be construed in accordance with the Indian Law. The Issuer and Issuer's obligations under the Debentures shall, at all the times, be subject to the directions of RBI, SEBI and other applicable regulations from time to time. The Debenture holders, by purchasing the Debentures, agree that the High Court of Judicature at Mumbai shall have exclusive jurisdiction with respect to matters relating to the Debentures.

b. OTHER TERMS OF ISSUE

Succession:

In the event of the demise of a Registered Debenture holder or the first holder in the case of joint holders, the Issuer will recognize the executor or administrator of the deceased Debenture holder or the holder of succession certificate or other legal representative of the deceased Debenture holder as having title to the Debentures. The Company shall not be bound to recognize such executor, administrator or holder of the succession certificate unless such a person obtains probate or letter of administration or is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter and delivers a copy of the same to the Issuer. The Issuer may at its absolute discretion, where it thinks fit, dispense with the production of the probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the deceased debentures holder on production of sufficient documentary proof or indemnity. In case the debentures are held by a person other than an individual, the rights in the debentures shall vest with the successor acquiring interest therein, including a liquidator or such any other person appointed as per the applicable laws.

Mode of Transfer:

The Issuer will not register any transfer of the Debentures to any NRIs, FIIs or any person not resident in India, unless appropriate regulatory approvals are obtained, if required. The Issuer shall not be duty bound to take interest or trust in or over the Debentures, on record.

The title to the Debentures which are in the physical form shall pass by execution of duly stamped transfer deed(s) accompanied by the Debentures certificate(s) / Letter of allotment(s) together with the necessary supporting documents. The transferee(s) should deliver the Debenture certificates to the Issuer for registration of transfer in the Register of Debenture holders at the Registered / Mumbai Office. The Issuer on being satisfied will register the transfer of such Debentures in its Register of Debenture holders. The person whose name is recorded in the Register of Debenture holders shall be deemed to be the owner of the Debentures.

Request for registration of transfer, along with the necessary documents and all other communications, requests, queries and clarifications with respect to the Debentures should be addressed to and sent to the Registered / Mumbai Office. No correspondence shall be entertained in this regard at any other Branches or any of the other offices of the Company.

The Issuer will accept the request from Registered Debenture holder(s) for splitting / consolidation of Debenture certificates only if the original Debentures certificate(s) is / are enclosed along with an acceptable letter of request. No requests for splits below the Market Lot will be entertained.



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Transfer of debentures in dematerialized form would be in accordance to the rules / procedures as prescribed by NSDL/CDSL.

Rights of Debenture Holders:

The Debenture holders will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements. The Debentures shall not confer upon the holders the right to receive notice or to attend and vote at the general meetings of the Company. The Debentures shall be subjected to other usual terms and conditions incorporated in the Debenture certificate(s) that will be issued to the allottee(s) of such Debentures by the Company as per the Memorandum and Articles of Association of the Company. The Debenture holders will not be entitled to any of the rights and privileges available to the Shareholders.

Tax Deduction at Source:

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source on the interest payable on the debentures. Tax exemption certificate / document / form under section 193 of the Income Tax Act, 1961, if any, must be lodged at the Mumbai / Registered Office, at least seven working days before the relevant interest payment becoming due.

ISSUE DETAILS

Particulars		
Security Name	Kotak Mahindra Prime Ltd Secured, Redeemable, Non Convertible Debentures	
Issuer	Kotak Mahindra Prime Ltd.	
Type of Instrument	Secured, Redeemable, Non Convertible Debentures	
Nature of Instrument	Secured	
Seniority	Senior	
Mode of Issue	Private Placement	
Eligible Investors	For details kindly refer section "Other Details - point q (iv)" of Shelf Disclosure Document to be listed on BSE	
Listing	Proposed to be listed on Bombay Stock Exchange Ltd. within 20 days from the date of allotment	
Rating of The instrument	CRISIL AAA /Stable	
Total Issue Size	Rs.450 crore	
Option to retain oversubscription (Amount)	Rs.100 crore	
Objects of the Issue	For details kindly refer section "Other Details - point q (v)" of Shelf Disclosure Document to be listed on BSE	
Details of the utilization of the Proceeds	The proceeds of the issue after meeting the expenditures of and related to the issue of such Debentures / instruments, if any, will be used for various financing activities of the Company, to repay existing debts of the Company and for business operations of the Company including capital expenditure, short term/long term working capital requirements and general corporate purposes of the Company. Further, the issue proceeds may be utilized / invested (as approved by the Board of the Company) in fixed deposits with banks, mutual funds units, etc.	
Coupon Rate payable on the nominal value of the issue	Series	Coupon Rates
	I	8.8000% p.a.
	II	0% coupon
	III	0% coupon.
	IV	8.8000% p.a.
	V	0% coupon.
	VI	8.8000% p.a.
	VII	0% coupon.
	VIII	8.8000% p.a.
Step Up/Step Down Coupon Rate	N.A.	



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Coupon Payment Frequency	Series	Coupon Payment Frequency
	I	Payable Annually & at Maturity
	II	N.A.
	III	N.A.
	IV	Payable Annually & at Maturity
	V	N.A.
	VI	Payable Annually & at Maturity
	VII	N.A.
	VIII	Payable Annually & at Maturity

Interest Payment dates (scheduled dates)	Series	First	Second	Third	Final
	I	11 July 2016	N.A.	N.A.	23 June 2017
	II	N.A.	N.A.	N.A.	N.A.
	III	N.A.	N.A.	N.A.	N.A.
	IV	11 Jul 2016	10 July 2017	N.A.	26 Jun 2018
	V	N.A.	N.A.	N.A.	N.A.
	VI	11 Jul 2016	10 July 2017	N.A.	10 July 2018
	VII	N.A.	N.A.	N.A.	N.A.
	VIII	11 Jul 2016	10 July 2017	10 July 2018	10 Aug 2018
Coupon Type	Series I	Fixed			
	Series II	N.A.			
	Series III	N.A.			
	Series IV	Fixed			
	Series V	N.A.			
	Series VI	Fixed			
	Series VII	N.A.			
	Series VIII	Fixed			
Coupon Reset Process (incl rates, spread, effective date, interest rate cap and floor etc)		N.A.			
Day Count Basis		Actual/Actual (Refer Note 2)			
Interest on Application Money		N.A.			
Default Interest Rate		2% p.a. over the coupon rate for the defaulting period.			
Face Value (Nominal Value) per Debenture		Rs.10,00,000/-			
Paid up value per Debenture	Series I	Rs.10,00,000/-			
	Series II	Rs.8,42,170/-			
	Series III	Rs.7,80,227/-			
	Series IV	Rs.10,00,000/-			
	Series V	Rs.7,77,707			
	Series VI	Rs.10,00,000/-			
	Series VII	Rs.7,75,732/-			
	Series VIII	Rs.10,00,000/-			
Issue Price per Debenture	Series I	Rs.10,00,000/-			
	Series II	Rs.8,42,170/-			
	Series III	Rs.7,80,227/-			
	Series IV	Rs.10,00,000/-			
	Series V	Rs.7,77,707			
	Series VI	Rs.10,00,000/-			
	Series VII	Rs.7,75,732/-			
	Series VIII	Rs.10,00,000/-			
Discount at which security is issued and the effective yield as a result of such discount	Series I	N.A.			
	Series II	8.78%			
	Series III	8.80%			
	Series IV	N.A.			



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

	Series V	8.80%
	Series VI	N.A.
	Series VII	8.80%
	Series VIII	N.A.
Tenure from the deemed date of allotment	Series	Tenure
	I	714 days
	II	745 days
	III	1,074 days
	IV	1,082 days
	V	1,088 days
	VI	1,096 days
	VII	1,099 days
	VIII	1,127 days
Redemption Date	Series	Redemption Date
	I	23 June 2017
	II	24 July 2017
	III	18 June 2018
	IV	26 June 2018
	V	2 July 2018
	VI	10 July 2018
	VII	13 July 2018
	VIII	10 Aug 2018
Redemption Amount (Principal) per debenture	Rs.10,00,000/-	
Redemption Premium per debenture	N.A.	
Put Option Notice Date	N.A.	
Put Option Time	N.A.	
Put option Price	N.A.	
Minimum Application and in multiples of Debt Securities thereafter	3 debentures and 1 debenture thereafter	
Issue Opening	July 9, 2015	
Issue Closing	July 10, 2015	
Subscription Date	July 10, 2015	
Date of allotment	July 10, 2015	
Issuance mode of the Instrument	Demat only	
Trading mode of The Instrument	Demat only	
Settlement mode of the Instrument	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE and Private Placement Offer Letter	
Depository	NSDL / CDSL	
Payment Convention	Refer Note 3	
Security	Refer Note 4	
Asset Cover Ratio	The Company shall maintain the asset cover of 1.00 times during the tenure of the Debentures ("Asset Cover Ratio").	
Events of Default	Refer Section 'B' of Summary Term sheet of Offer Document.	
Provisions related to Cross Default Clause	N.A.	
Transaction Documents	Refer Section 'B' of Summary Term sheet of Offer Document.	
Condition Precedent to Disbursements	Refer Section 'B' of Summary Term sheet of Offer Document.	
Condition subsequent to Disbursements	Refer Section 'B' of Summary Term sheet of Offer Document.	
Record Date	Refer Section 'B' of Summary Term sheet of Offer Document.	
Role and responsibility of Debenture Trustee	Refer Section 'B' of Summary Term sheet of Offer Document.	
Governing Law and Jurisdiction	Refer Section 'B' of Summary Term sheet of Offer Document.	
Trustee	IDBI Trusteeship Services Limited vide consent dated December 19, 2012	
Latest Audited Financial information as on March 31, 2015	For details kindly refer Offer Document.	



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Notes:

1. Application money, if any, once received by the company cannot be withdrawn by the Applicant.
2. Computation of Interest - Day count convention for calculation of interest shall be - (Actual / Actual) - The denominator for the calculation shall be either 365 (if the calculation period does not contain 29th February) or 366 (if the calculation period includes 29th February), where the calculation period is upto one year. Where a calculation period of longer than one year is involved, two or more calculations are made: interest is calculated for each full year, counting forwards from the beginning of the calculation period. 366 days shall be used as the denominator, where the calculation period includes 29th February. The numerator will be equal to the actual number of days from and including the last interest / coupon payment date, to one day prior to the next interest / coupon payment date (i.e. excluding the value date of the interest / coupon payment).
3. Payment convention:
 - a. **Coupon payment falling on a scheduled / unscheduled holiday** - Coupon Payment to be "Following Business Day" - i.e. any interest payment (excluding any payment of interest due on maturity date) falling on a Saturday (non-business day) / Sunday or on a bank holiday or on a day when there is no RTGS / NEFT / ECS clearing, shall be paid on the next working day.
 - b. **Redemption proceeds falling on a scheduled holiday** - Payment to be "Preceding Business Day" - i.e. If the maturity date of the debt securities, falls on a Saturday (non-business day) / Sunday or on a bank holiday or on a day when there is no RTGS / NEFT / ECS clearing, the redemption proceeds (interest + principal) shall be paid on the preceding / previous working day.
 - c. **Redemption proceeds falling on an unscheduled holiday** - Payment to be "Following Business Day" - i.e. If the maturity date of the debt securities, falls on an unscheduled holiday (non-business day) when there is no RTGS / NEFT / ECS clearing, the redemption proceeds (interest + principal) shall be paid on the next working day.
4. The Debenture shall be secured by way of first pari-passu charge in terms of the registered Debenture Trust Deed dated January 7, 2013 and any supplemental/modified deed executed from time to time on:-
 - (a) Mortgage of Flat bearing No.35-D. at Mahindra Park constructed on land bearing C.T.S. no.175 situated at Lal Bahadur Shastri Marg, Ghatkopar (West), Mumbai 400 086 of Village Kiroli, Taluka, Kurla BSD. Cost at which property was purchased - Rs.18,07,472/- (Rupees Eighteen Lakhs Seven Thousand Four Hundred and Seventy Two Only) and
 - (b) Mortgage of Moveable Properties:
 - (i) the receivables (including interest) of the Company arising out of loan, lease and hire purchase transactions, outstanding as on a date.
 - (ii) other book debts;
 - (iii) such other current assets as may be identified by the Company from time to time and accepted by the Debenture Trustee; and
 - (iv) Investments.
5. **Security Creation** : In case of delay in creation of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of at least 2%p.a. over the coupon rate till these conditions are complied with at the option of the investor.
6. **Delay in Listing**: In case of delay in listing of the debt securities, wherever applicable, beyond 20 days from the deemed date of allotment, the Company will pay penal interest of at least 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.
7. **Redemption/Interest proceeds** shall be paid to the beneficial owner who is holder of the security as per the records of the Depository seven working days prior to the due date for redemption or put/call date (if applicable), whichever is earlier.
8. **Redemption / interest proceeds** shall be payable at par at Mumbai on due date.
9. **Tax exemption certificates**, if applicable, in respect of non-deduction of tax at source on interest on application money must be submitted along with the application form.
10. **Tax exemption certificate / document / form** under section 193 of the Income Tax Act, 1961, if any, must be lodged at the Corporate / Registered Office, at least three working days before the relevant interest payment becoming due.



Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Annexure A: Illustration of Bond Cash Flows per Debenture for Series I:

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
First Coupon	Monday, 11 Jul, 2016	367	88,241.10
Final Coupon	Friday, 23 Jun 2017	347	83,660.27
Principal	Friday, 23 Jun 2017	714	10,00,000.00
Total			11,71,901.37

Note: Interest payments would be rounded off to the nearest rupee

Annexure A: Illustration of Bond Cash Flows per Debenture for Series II:

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
Principal	Monday, 24 July 2017	745	10,00,000.00
Total			10,00,000.00

Annexure A: Illustration of Bond Cash Flows per Debenture for Series III:

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
Principal	Monday, 18 June 2018	1074	10,00,000.00
Total			10,00,000.00

Annexure A: Illustration of Bond Cash Flows per Debenture for Series IV:

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
First Coupon	Monday, 11 Jul, 2016	367	88,241.10
Second Coupon	Monday, 10 Jul, 2017	364	87,758.90
Final Coupon	Tuesday, 26 Jun, 2018	351	84,624.66
Principal	Tuesday, 26 Jun, 2018	1082	10,00,000.00
Total			12,60,624.66

Note: Interest payments would be rounded off to the nearest rupee



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Annexure A: Illustration of Bond Cash Flows per Debenture for SeriesV:

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
Principal	Monday, 2 July 2018	1088	10,00,000.00
Total			10,00,000.00

Annexure A: Illustration of Bond Cash Flows per Debenture for Series VI:

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
First Coupon	Mon, 11 July, 2016	367	88,241.10
Second Coupon	Mon, 10 July, 2017	364	87,758.90
Final Coupon	Tue, 10 July, 2018	365	88,000.00
Principal	Tue, 10 July, 2018	1096	10,00,000.00
Total			12,64,000.00

Note: Interest payments would be rounded off to the nearest rupee

Annexure A: Illustration of Bond Cash Flows per Debenture for SeriesVII:

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
Principal	Friday, 13 July 2018	1099	10,00,000.00
Total			10,00,000.00



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Annexure A: Illustration of Bond Cash Flows per Debenture for Series VIII :

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
First Coupon	Monday, 11 Jul, 2016	367	88,241.10
Second Coupon	Monday, 10 Jul, 2017	364	87,758.90
Third Coupon	Tuesday, 10 Jul, 2018	365	88,000.00
Final Coupon	Friday, 10 Aug, 2018	31	7,473.97
Principal	Friday, 10 Aug, 2018	1127	10,00,000.00
Total			12,71,473.98

Note: Interest payments would be rounded off to the nearest rupee

C. MATERIAL CONTRACTS AND AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS:

- Supplemental Agreement dated October 28, 2013 for reappointment and revision in remuneration of Mr. Vyomesh Kapasi as a Manager of the company with effect from June 1, 2013.
- Mr. Vyomesh Kapasi has been appointed as Manager and CEO of the company with effect from June 1, 2011
- Mr. Sumit Bali ceases to be Manager and CEO of the company with effect from close of business on May 31, 2011
- Agreement (dated June 8, 2010) entered into between the Company and Mr. Sumit Bali appointing him as the Manager of the Company containing the terms and conditions of his appointment and payment of remuneration.
- Deed of Adherence entered between KMB, KMP and Old Mutual Financial Services (U.K) PLC dated March 17, 2006.
- Deed of Adherence entered between KMB, KMP, KMCC and Old Mutual Financial Services (U.K) PLC dated May 9, 2007.

Declaration by the Directors

- The Company has complied with the provisions of the Act and the rules made thereunder;
- The compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- The monies received under the offer shall be used only for the purposes and objects indicated in the Offer Letter.



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I am authorized by the Board of Directors of the Company vide resolution number dated May 27, 2015 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to his form.

Signed for and on behalf of Kotak Mahindra Prime Limited


Jason Dalgado
Senior Vice President



Date: July 9, 2015
Place: Mumbai

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Annexure I



Rating Rationale

August 04, 2014
Mumbai

Kotak Mahindra Prime Limited

Ratings upgraded to 'CRISIL AAA/CRISIL PP-MLD AAAR/Stable'

Total Bank Loan Facilities Rated	Rs.146.13 Billion
Long-Term Rating	CRISIL AAA/Stable (Upgraded from 'CRISIL AA+/Stable')
Short-Term Rating	CRISIL A1+ (Reaffirmed)

(Refer to Annexure 1 for details on facilities)

Non-Convertible Debentures Rs.177.73 Billion	Aggregating	CRISIL AAA/Stable (Upgraded from 'CRISIL AA+/Stable')
Subordinated Debt	Aggregating Rs.8.0 Billion	CRISIL AAA/Stable (Upgraded from 'CRISIL AA+/Stable')
Rs.7.09 Billion Nifty-Linked Debentures		CRISIL PP-MLD AAAR/Stable (Upgraded from 'CRISIL PP-MLD AA+r/Stable')
Rs.58 Billion Short-Term Debt*		CRISIL A1+ (Reaffirmed)

*Rs.10 Billion is to be used for episodic initial public offering financing

CRISIL has upgraded its rating on the long-term debt instruments and bank facilities of Kotak Mahindra Prime Ltd (KMPL; part of the Kotak group) to 'CRISIL AAA/CRISIL PP-MLD AAAR/Stable' from 'CRISIL AA+/CRISIL PP-MLD AA+r/Stable'. CRISIL has also reaffirmed its rating on the short-term debt and bank facilities of KMPL at 'CRISIL A1+'.

The rating upgrade primarily reflects the successful scale-up of the Kotak group's lending business, while maintaining strong asset quality. CRISIL believes that the group will maintain growth in its lending operations in future as well. Furthermore, significant improvement in the group's retail liability franchise enhances stability and granularity in its resource profile.

For arriving at the ratings, CRISIL has combined the financial and business risk profiles of KMPL, KMPL's parent, Kotak Mahindra Bank Ltd (KMBL; rated 'CRISIL AAA/FAAA/Stable/CRISIL A1+'), and KMBL's other subsidiaries (referred herein as the Kotak group). This is because of the high business and operational linkages among the group entities, common senior management team and shared brand.

The rating also reflects the group's strong financial risk profile. Its capital adequacy remains healthy, and its earnings profile remains strong and resilient even though contribution from the capital markets businesses has been subdued in recent years. The group's return on assets-at 2.1 per cent in 2013-14 (refers to the financial year, April 1 to March 31)-is among the highest in the banking sector. The group's earnings profile is expected to improve further over the medium term, backed by revival in the capital markets businesses. These ratings strengths are partially offset by the group's average market position in the wholesale lending business, and higher cost of deposits compared to those of peers in the same rating category.

The Kotak group's lending business has attained significant scale in recent years and is well-positioned for further growth. The advances book grew to Rs.716.9 billion as on March 31, 2014 from Rs.297.2 billion four years ago. The total assets, at Rs.1.2 trillion as on March 31, 2014, is expected to grow faster than industry average on a steady state basis.

The lending book is also well-diversified, with no segment constituting over 25 per cent of total advances. The retail portfolio accounts over 50 per cent of the group's advances book, while loans to large corporate

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and small and medium enterprises constitute the remainder. The group continues to be a strong player in the auto finance business, and has growing mortgage finance, agricultural finance and small and medium enterprises lending businesses. Wholesale lending is another focus area, both in the large corporate and mid-corporate space. CRISIL believes that this diversity allows the group multiple avenues for future growth.

The Kotak group has demonstrated its ability to manage asset quality through cycles and the management is proactive in managing any emerging stress in the lending portfolio. Although its gross non-performing assets (gross NPAs; including acquired stressed assets) increased to 1.6 per cent as on March 31, 2014 from 1.3 per cent a year ago, owing to weakness in the commercial vehicle and commercial equipment portfolio, and in a few large corporate accounts, its gross NPAs compare well with those of peers in the same rating category. The level of restructuring is low. The bank's top wholesale advances are also low-risk in nature. The overall weak assets² in the group's lending book stood at 1.8 per cent as on March 31, 2014, which is low despite the subdued economic environment over the past few years. CRISIL believes that the group's stringent underwriting standards, strong risk management systems and processes, and rigorous collection measures will enable it to maintain healthy asset quality going forward as well.

There has been steady improvement in the group's resource mix, with a rising share of savings account deposits and retail term deposits below Rs.10 million. The share of these deposits increased to 41 per cent as on March 31, 2014 from 32.9 and 25 per cent, two and four years ago, respectively. This lends greater stability and granularity to the resource profile. Growing the savings accounts and retail term deposits base continues to be a focus area for the management; these segments have grown at over 35 per cent annually for the past 3 years and CRISIL believes that this momentum will be maintained. This growth will be supported by expansion in branch network and improved efficiency in the new branches.

The Kotak group has maintained its strong capital position; the absolute net worth increased to a sizeable Rs.190.8 billion as on March 31, 2014, from Rs.152.5 billion as on March 31, 2013 and Rs.109.6 billion as on March 31, 2011. The bank had a healthy Tier-I and overall capital adequacy ratio of 17.8 per cent and 18.8 per cent, respectively, as on the same date. The group has also demonstrated its ability to raise external capital; stake sale of 2.6 per cent to Helicon Pte Ltd in the first quarter of 2013-14, for instance, resulted in a capital infusion of Rs.12.96 billion. The group's net worth coverage for net non-performing assets (NPAs) was high at 30.1 times as on March 31, 2014. CRISIL believes that the Kotak group's capitalisation will be supported by steady internal accruals and remain strong to support growth initiatives over the medium term.

The Kotak group has a strong earnings profile, with return on assets (RoA) of 2.1 per cent in 2013-14. The group's business is diversified across financial services, ensuring a healthy mix of fund- and fee-based revenue streams. Over the past few years, the group's RoA has become more aligned with lending businesses since this segment now accounts for 84 per cent of the group's profit before tax, and lends stability to the group's earnings profile. However, the group's strong market position in other businesses such as capital markets will enable it to benefit from a revival in these segments. With a pick-up in the broking business, healthy pipeline in the investment banking business, and continued profitability of the insurance business, the outlook for the group's earnings profile remains comfortable.

However, the group's market position in the wholesale lending business remains average. As on March 31, 2014, it had a relatively small wholesale advances book (including business banking) of Rs.227.1 billion; this is significantly lower than peers. While the bank is focused on growing the wholesale lending book, both on the large and mid-corporate side, CRISIL believes that the group's wholesale lending will remain relatively small over the medium term. Furthermore, the group's cost of deposits exceeds those of other 'CRISIL AAA'-rated banks—the group's cost of deposits was at 6.9 per cent (based on yearly averages) in 2013-14, as against 5.7 per cent for these peers. CRISIL believes that given the lower proportion of lower cost current accounts and savings accounts (CASA) deposits, at 31.9 per cent as on March 31, 2014, this differential will continue over the medium term.

Outlook: Stable

CRISIL believes that the Kotak group will steadily grow its lending business, while maintaining its healthy asset quality and strong capitalisation levels. The group's earning profile will continue to benefit from its diversified business profile. The outlook may be revised to 'Negative' if the group's asset quality deteriorates, weakening its earnings and capitalisation.

About the Group

KMBL is the flagship company of the Kotak group, and has a diversified business profile covering commercial vehicle financing, consumer loans, corporate finance, and asset reconstruction segments. Through its

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subsidiaries, the bank is also engaged in investment banking, equity broking, securities-based lending, and car finance. KMBL was reconstituted as a commercial bank from a non-banking financial company in 2002-03, with the objective of providing a more comprehensive range of financial services.

Other than KMBL, the key operating companies include KMPL (car financing), Kotak Mahindra Capital Company (KMCC; investment banking), Kotak Securities Ltd (KSL; retail and institutional equities broking, and portfolio management services) and Kotak Mahindra Investments Ltd (commercial real estate lending and securities-based lending). The group also operates in the life insurance business through Kotak Mahindra Old Mutual Life Insurance Ltd (74:26 joint venture with Old Mutual Plc of UK) and asset management through Kotak Mahindra AMC and Trustee Company Ltd.

The group's advances book grew by 8.2 per cent from the previous year to Rs.716.9 billion as on March 31, 2014. As on June 30, 2014 the group's advances stood at Rs.770.8 billion. The Kotak group reported a profit after tax (PAT) of Rs.24.6 billion on a total income of Rs.172.4 billion for 2013-14, as against a PAT of Rs.21.9 billion on total income of Rs.159.1 billion for 2012-13.

For the quarter ended June 30, 2014, the group reported a PAT of Rs.7.0 billion on a total income of 50.1 billion, as against a PAT of Rs.6.3 billion on a total income of Rs.43.3 billion for the corresponding quarter of the previous year.

About KMPL

KMPL is one of India's leading NBFCs, involved predominantly in car financing. It reported a PAT of Rs.4.9 billion on a total income of Rs.25.3 billion for 2013-14, against a PAT of Rs.4.3 billion on a total income of Rs.22.6 billion for 2012-13.

For the quarter ended June 30, 2014, KMPL reported a PAT of Rs.1.2 billion on a total income of Rs.6.4 billion, as against a PAT of Rs.1.17 billion on a total income of Rs.6.2 billion for the corresponding quarter of the previous year.

¹ Weak assets is CRISIL's measure for assessing banks' asset quality. Weak assets = Gross NPAs + 30 per cent of outstanding restructured standard advances (excluding state power utilities) + 75 per cent of Security Receipts received against sale of assets to asset reconstruction companies.

Annexure 1 - Details of various bank facilities

Current facilities			Previous facilities		
Facility	Amount (Rs. Million)	Rating	Facility	Amount (Rs. Million)	Rating
Cash Credit & Working Capital Demand Loan	34720	CRISIL AAA/Stable	Cash Credit & Working Capital Demand Loan	32000	CRISIL AA+/Stable
Long Term Bank Facility	23250	CRISIL AAA/Stable	Long Term Bank Facility	35000	CRISIL AA+/Stable
Proposed Long Term Bank Loan Facility	58160	CRISIL AAA/Stable	Proposed Long Term Bank Loan Facility	49130	CRISIL AA+/Stable
Proposed Short Term Bank Loan Facility	25450	CRISIL A1+	Proposed Short Term Bank Loan Facility	21950	CRISIL A1+
Short Term Bank Facility	4550	CRISIL A1+	Short Term Bank Facility	8050	CRISIL A1+
Total	146130		Total	146130	

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Tanuja Abhinandan Communications and Brand Management	Pawan Agrawal Senior Director - CRISIL Ratings Phone: +91 22 3342 3301	Timings: 10.00 am to 7.00 pm Toll free number: 1800 267 1301

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CRISIL uses the prefix 'PP-MLD' for the ratings of principal-protected market-linked debentures (PPMLD) with effect from November 1, 2011 to comply with the SEBI circular, "Guidelines for Issue and Listing of Structured Products/Market Linked Debentures". The revision in rating symbols for PPMLDs should not be construed as a change in the rating of the subject instrument. For details on CRISIL's use of 'PP-MLD' please refer to the notes to Rating scale for Debt Instruments and Structured Finance Instruments at the following link: www.crisil.com/ratings/credit-rating-scale.html

August 04, 2014

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Annexure II



Kotak Mahindra Prime Limited

Instrument	Amount (in Rs crore)	Rating Action (August 2014)
Non-convertible Debentures	1000	Upgraded to [ICRA]AAA (stable) from [ICRA]AA+ (stable)
Non-convertible Debentures	500	Upgraded to [ICRA]AAA (stable) from [ICRA]AA+ (stable)
Non-convertible Debentures	1000	Withdrawn
Subordinated debt programme	100	Upgraded to [ICRA]AAA (stable) from [ICRA]AA+ (stable)
Subordinated debt programme	200	Upgraded to [ICRA]AAA (stable) from [ICRA]AA+ (stable)
Subordinated debt programme	200	Upgraded to [ICRA]AAA (stable) from [ICRA]AA+ (stable)
Subordinated debt programme	200	Upgraded to [ICRA]AAA (stable) from [ICRA]AA+ (stable)
Subordinated debt programme	25	Upgraded to [ICRA]AAA (stable) from [ICRA]AA+ (stable)
Nifty linked Debentures	150	Upgraded to PP-MLD[ICRA]AAA (stable) from PP-MLD [ICRA]AA+ (stable)
Nifty linked Debentures	150	Withdrawn
Nifty linked Debentures	100	Withdrawn
Cash Credit and Term Loans from banks	6,391	Upgraded to [ICRA]AAA (stable) from [ICRA]AA+ (stable)

ICRA has upgraded the long-term rating assigned to Rs 1,500 crore of Non-convertible Debentures programme, Rs 725 crores of Subordinated debt programme and Rs 6,391 crores of Cash Credit and Term Loans from banks of Kotak Mahindra Prime Limited (KMPL or 'the company') to [ICRA]AAA (pronounced ICRA triple A) with stable outlook from [ICRA]AA+ (pronounced as ICRA double A plus) with stable outlook.

ICRA has also upgraded the rating of Rs 150 crores of Nifty Lined Debentures of KMPL from PP-MLD[ICRA]AA+(stable) (pronounced Principal Protected Market Linked Debentures ICRA double A plus on stable outlook) to PP-MLD[ICRA]AAA(Stable) (pronounced Principal Protected Market Linked Debentures ICRA triple A on Stable outlook). ICRA has withdrawn the [ICRA]AA+ (stable) rating assigned earlier to the Non-Convertible Debentures Programmes aggregating Rs. 1,500 crore and PP-MLD [ICRA]AA+ (stable) assigned earlier to the Nifty linked Debentures aggregating Rs. 250 crore as there are no amounts outstanding against this instrument.

ICRA has recently assigned a rating of [ICRA]AAA(stable) to the Non Convertible Debenture programme of Kotak Mahindra Bank Limited (KMBL or The Bank) and upgraded the rating of the Lower Tier II Bonds to [ICRA]AAA (stable) from [ICRA]AA+(stable) and the Upper Tier II Bonds to [ICRA]AA+(stable) from [ICRA]AA(stable). While arriving at the rating, ICRA has taken into account the combined financials and operational performance of the Kotak Mahindra Group companies. Accordingly, the long term rating for KMPL has also been upgraded.

The ratings are also supported by significant operational and financial synergies between KMPL and KMBL, demonstrated ability of managing auto finance business through various economic cycles, good control over asset quality in the core business segments, healthy earnings profile, adequate capitalisation levels and comfortable liquidity profile. The rating takes note of the concentration and credit risks in its corporate loan portfolio especially the commercial real estate (CRE) exposures.

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Going forward, KMPL's rating would be sensitive to its parent Kotak Bank's rating given the strong business and operational linkages amongst the Kotak group companies.

KMPL has been constantly consolidating its market position, (although moderate in terms of retail market share), by way of improving its dealer and manufacturer relationships. The company has "preferred financiers" arrangements with most manufacturers, including recent entrants. Even with rising fuel prices and interest rates impacting car sales, the car loan portfolio (car loans + topup personal loans) of Rs 10,908 crores increased in FY14 (YoY growth of 8%). KMPL's emphasis continues to remain in the car finance segment, where its experience and strong dealer relationships have enabled the company to maintain its market share despite the slowdown in the auto finance industry.

KMPL shares significant operational and management synergy with the Kotak Group and ICRA expects this support to continue enabling KMPL manage the quality of its non-car business segments. While ICRA takes into account the strong credit assessment process followed by the company and adequate structural mechanisms in terms of security cover, exclusive charge over the underlying asset, escrow accounts to trap project cash flows, etc, CRE book would remain susceptible to any economic downturn and can have adverse impact on KMPL's performance given fairly significant size of the portfolio in relation to the net worth of the company.

KMPL's asset quality has been strong with Gross NPAs at 0.6% and Net NPA at 0.3% in March 2014 on the back of strong collection and recovery. Credit losses (write offs + repo losses+ standard provisioning) remained low at 0.15% in FY14 (0.11% in FY13). Delinquencies in the car finance segment have continued to be on the lower side backed by the strong risk management systems established by the company. KMPL suffered overdues in a few corporate exposures, but has been able to restrict slippage to NPA to two small accounts; maintaining strict control over asset quality in non-car finance segments would continue to be a key rating sensitivity

KMPL is well capitalised with a capital adequacy ratio of 17.7% as on Mar-14. Given the comfortable capitalisation at the group level, capital support from the Group is not likely to be a constraint for KMPL. The company continued to maintain a comfortable liquidity profile with a favourable ALM profile supported by established ALM practices.

The Net Interest Margins of the company increased to 5.3% for FY14 as compared to 5.0% for FY13 on account of lower borrowing costs. KMPL's operating costs remained at similar levels in FY14 as compared to FY13 at ~1.3%. Overall, KMPL has reported a healthy net profitability with PAT as a % of Average Total Assets of about 2.6% in FY14 (2.5% in FY13).

Company Profile

Kotak Mahindra Prime Limited

KMPL was established as Kotak Mahindra Primus Limited in 1996 as a 60:40 joint venture between Kotak Mahindra Bank Limited (KMBL) and Ford Credit International (FCI). FCI exited from the venture in 2006, and subsequently the company was renamed Kotak Mahindra Prime Limited. Presently, Kotak Mahindra Bank has a 51% shareholding in KMPL and the balance is held by other Kotak Group companies. KMPL is one of the leading nation-wide car finance company and has strategic arrangements with various car manufacturers in India for being their preferred financier. In addition to financing new and used cars, KMPL offers inventory funding and infrastructure funding to car dealers; extends loans against collateralized securities and provides corporate advances to customers of the Kotak Group.

During financial year ended March 31, 2014, KMPL registered a net profit of Rs. 491 crore on a total income Rs. 2,503 crore as compared to Rs. 431 crore and Rs. 2,225 crore, respectively, during the financial year ended March 31, 2013.

August 2014

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Annexure III

Ind-Ra Assigns Kotak Mahindra Prime's Long-term Debt 'IND AAA'; Outlook Stable

Ind-Ra-Mumbai-5 September 2014: India Ratings & Research (Ind-Ra) has assigned Kotak Mahindra Prime Ltd's (KMPL) INR3bn long-term debt an 'IND AAA' rating. The Outlook is Stable.

KEY RATING DRIVERS

The rating reflects KMPL's close business and strategic ties with Kotak Mahindra Bank (KMB; 'IND AAA'/Stable), which eventually holds 100% of the company's equity. KMPL contributed 20% to the bank's consolidated profits in FY14 and its loan portfolio is second largest in the group after the bank's own lending business. The bank's senior management constitutes KMPL's board of directors and maintains strong oversight over its operations.

The rating is supported by KMPL's strong risk management practices, resulting in superior portfolio delinquencies through credit cycles, consistently matched asset-liability profile and well-managed cost of operations. This is also reflected in the company's superior credit buffers and above-average core capitalisation, backed by high margins and stable operating costs which Ind-Ra expects to be maintained.

KMPL's asset quality has consistently remained well ahead of peers'. Although gross NPL ratio (90 dpd) increased marginally to 0.6% in FY14 (FY13: 0.4%), it is moderate considering the macroeconomic pressures witnessed during the period. Overall asset quality improved to FY14 (gross NPA: 0.6%, Net NPA: 0.3%) from FY10 (GNPA: 1.8%, NNPA: 1.0%).

Over the last 18 years, KMPL has weathered credit cycles as well as competition and evolved as a strong player in the passenger car finance segment. It has always been among the leading players in car finance segment for the last many years. The company operates through the branch and dealer model but mainly in large cities and urban centres. KMPL has well managed dealers with many relationships running into the second generation. Exposures to the commercial real estate financing and loans against share business (23% of loans) have been well managed despite concentration risk; these are sanctioned and overseen by a committee comprising senior management and members of the board.

KMPL follows stringent asset liability management policies and has a well-matched asset-liability profile. Its share of long-term borrowings is 74% with funding relations with almost all leading financial institutions in the country and has adequate unused bank limits from multiple banks. Capital buffers remain healthy due to stable internal accruals and on modest loan growth. KMPL's Tier 1 ratio was 14.2% (FY13: 11.8%, FY12: 12.3%) while equity/assets was 14.6% in FY14.

Profitability remains healthy with post tax return on average assets improving marginally to 2.6% in FY14 from 2.5% in FY13. KMPL's net interest margins have remained above upwards of the 5% mark for five consecutive years partly due to high-yielding segments other than the core new car finance segment. KMPL's Pre-Provisioning Operating Profit buffer was 3.8% of average assets while return on assets was 2.6% in FY14 which remains on the higher side due to lower credit costs.

RATING SENSITIVITIES

Negative: A downgrade in the parent's rating could trigger a negative rating action. More severe-than-expected asset quality deterioration together with any weakened likelihood of support from KMB could be negative for the ratings. Also, in the event of the car financing business being merged with the bank, Ind-Ra will evaluate KMPL's ratings based on its new strategic alignment with the bank.

COMPANY PROFILE

KMPL is a large non-banking financial company (total assets: INR192,000mil) which finances the purchase of both new and old vehicles besides commercial real estate and loans against shares. It traces its roots back to 1996.

Contacts:

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Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

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Additional information is available at www.indiaratings.co.in. The ratings above were solicited by, or on behalf of, the issuer, and therefore, India Ratings has been compensated for the provision of the ratings.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer.

Applicable criteria, 'Financial Institutions Rating Criteria' and 'Rating of Bank Legacy Hybrids and Sub-debt Criteria', both dated 12 September 2012, are available on www.indiaratings.co.in

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Annexure IV

BSE Limited Registered Office: Floor 25, P J Towers, Colaba Street, Mumbai 400 001 India
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Corporate Identity Number : U67120MH42009PLC155198



DCS/COMP/RK/IP-PPDI/186/14-48

October 22, 2014

The Company Secretary
Kotak Mahindra Prime Limited
27BKC, C-27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Dear Sir,

Re: Private Placement of Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Notes and/or Debentures (Filer II Capital) of the face value of Rs.10,00,000/- each or Market Linked Debentures in the nature of Debentures (Filer II Capital) of the face value Rs.1,00,000/- each, to be issued in one or more tranches, aggregating to Rs.5,000 crores.

We acknowledge receipt of your application through online portal on October 21, 2014 seeking in-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing subject to fulfilling the following conditions:

1. Filing of listing application.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended 2012, and submission of Disclosures and Documents as per Regulations 21, in the format specified in Schedule I of the said Regulations and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations/directives of the Exchange or any statutory authorities, documentary requirements from time to time.

This In Principle Approval is valid for a period of 1 year from the date of issue of this letter. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter."

Yours faithfully,

R.H. Khatau
Rashika Khatau
Associate Manager

Gurpreet
Gurpreet Jain
Asst. Manager

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 and rule 41(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act 2013.

Annexure V

IDBI Trusteeship Services Ltd.

7641/ITSL/OPR/CL/12-13/DBB/814
December 19, 2012

Kotak Mahindra Prime Limited
Kotak Infinit, 4th Floor, Building No.21,
Infinity Park, Off Western Express Highway,
General A.K.Vaidya Marg,
Malad (East), Mumbai 400 097



Regd. Office :
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai - 400 001.

Kind Attn: - Mr. Jason Dalgado / Mr. Sundeep Chawla / Mr. Ravi Chugh

Dear Sir,

Consent to act as Debenture Trustee for Debenture Trustee for Secured Redeemable Non-Convertible Debentures aggregating to Rs. 15000 crores

This has reference to our discussion regarding the appointment of IDBI Trusteeship Services Ltd. (ITSL) as Debenture Trustee for the Company's proposed issue of Secured Redeemable Non-Convertible Debentures (NCDs) on Private Placement basis aggregating to Rs. 15000 Crores to be issued in various tranches. In this connection, we confirm our acceptance to act as Debenture Trustee for the same, subject to the Company agreeing the conditions set out below:

1. The Company agrees and undertakes to create the securities wherever applicable over such of its immovable and moveable properties and on such terms and conditions as agreed by the Debenture holders and disclose in the Information Memorandum or Disclosure Document and execute, the Debenture Trust Deed and other necessary security documents within a period not exceeding 3 months from the date of closure of the issue.
2. The Company agrees & undertakes to pay to the Debenture Trustees so long as they hold the office of the Debenture Trustee, remuneration as stated in our letter dated April 1, 2011 for their services as Debenture Trustee in addition to all legal, travelling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other Documents affecting the Security till the monies in respect of the Debentures have been fully paid-off and the requisite formalities for satisfaction of charge in all respects, have been complied with.
3. The Company agrees & undertakes to comply with the provisions of SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI Circular No. SEBI/IMD/Bond/2009/11/05 dated 11/05/2009 on Simplified Listing Agreement for Debt Securities read with the SEBI Circular No. SEBI/IMD/DOF-1/BOND/Cir-5/2009 dated the 26th November, 2009, the Companies Act, 1956 and other applicable provisions as amended from time to time and agrees to furnish to Trustees such information in terms of the same on regular basis.
4. Any payment in respect of Debentures required to be made by the Debenture Trustee to a Debenture Holder (who is a FI/ Entity) at the time of enforcement would, if required by applicable law, be subject to the prior approval of RBI for such remittance through an Authorized Dealer. The Company/Investor shall obtain all such approvals, if required, to ensure prompt and timely payments to the said Debenture Holder. Such remittance shall not exceed total investment (and interest provided for herein) made by the Debenture Holder (who is a FI/ Entity).

We are also agreeable for inclusion of our name as trustees in the Company's offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required.

Yours faithfully,
For IDBI Trusteeship Services Limited.

Intamandhar
Authorized Signatory

We accept the above terms
For Kotak Mahindra Prime Limited

KOTAK MAHINDRA PRIME LTD.
Authorized Signatory
Authorized Signatory

Tel. : 022-4080 7000 • Fax : 022-6631 1776 / 4080 7080 • Email : itsl@idbitrustee.com • response@idbitrustee.com • Post Box No. 11522