



Mumbai Office: Kotak Infiniti, 4th Floor, Building No.21, Infinity Park, Off Western Express Highway,
General A.K.Vaidya Marg, Malad (East), Mumbai 400 097.
Tel. No. 022-66056825, Fax No. 022-67259076

Issued by Kotak Mahindra Prime Limited (The “Company” or the “Issuer”) of upto 184 Secured, Redeemable, Non-Convertible Debenture with a face value of ₹ 10,00,000/- each (Rupees Ten Lacs only) (The “Debentures” or “NCDS”), aggregating up to ₹ 18.4 crores (Rupees Eighteen Crores Forty Lacs only) (The “Issue”) on Private Placement basis.

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.

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.



DEFINITIONS

Addendum	A periodic statement detailing changes to the Schedule.
Act/Companies Act	The Companies Act, 1956 as amended from time to time.
Debentures	Debt 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	184 Secured, Redeemable, Non-Convertible Debenture with a face value of ₹. 10,00,000/- each (Rupees Ten Lacs only) (The "Debentures" or "NCDS"), aggregating up to ₹ 18.4 crores (Rupees Eighteen Crores Forty Lacs only) (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	Registered Office of the Company at 36-38A, Nariman Bhavan, 227, Nariman Point, Mumbai 400 021.
SEBI	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
FCH	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



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 been 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, 2013 aggregating to ₹ 3,02,79,000/- 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.

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)
36-38A, Nariman Bhavan,
227, Nariman Point,
Mumbai 400021.

ii. NAME AND ADDRESS OF THE MUMBAI OFFICE:

Kotak Mahindra Prime Limited
(Formerly known as Kotak Mahindra Primus Ltd)
Kotak Infiniti, 4th Floor,
Building No.21, Infinity Park,
Off Western Express Highway,
General A.K.Vaidya Marg, Malad (East),
Mumbai 400 097.
Tel. No. 022-42856825, Fax No. 022-67259076

iii. COMPLIANCE OFFICER:

Mr. Harish Shah
Kotak Mahindra Prime Limited
Kotak Infiniti, 4th Floor,
Building No 21, Infinity Park,
Off Western Express Highway,
General A.K.Vaidya Marg, Malad (East),
Mumbai – 400 097
Tel. No. 022-4285 6825, Fax No: 022- 6725 9076
Email id: harish.shah@kotak.com
Investor Grievance Email id : investorgrievance.kmp@kotak.com

iv. HEAD ACCOUNTS:

Mr. Harish Shah

v. ARRANGER:

As mentioned in the applicable Term Sheet of the investor.

vi. 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

vii. 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



viii. CREDIT RATING AGENCIES:

- a. CRISIL Limited.
CRISIL House,
Central Avenue,
Hiranandani Business Park,
Powai, Mumbai - 400 076
- b. ICRA Limited.
Electric Mansion, 3rd Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025.

ix. AUDITORS:

Deloitte Haskins & Sells
Chartered Accountants
(Registration No.117364W)

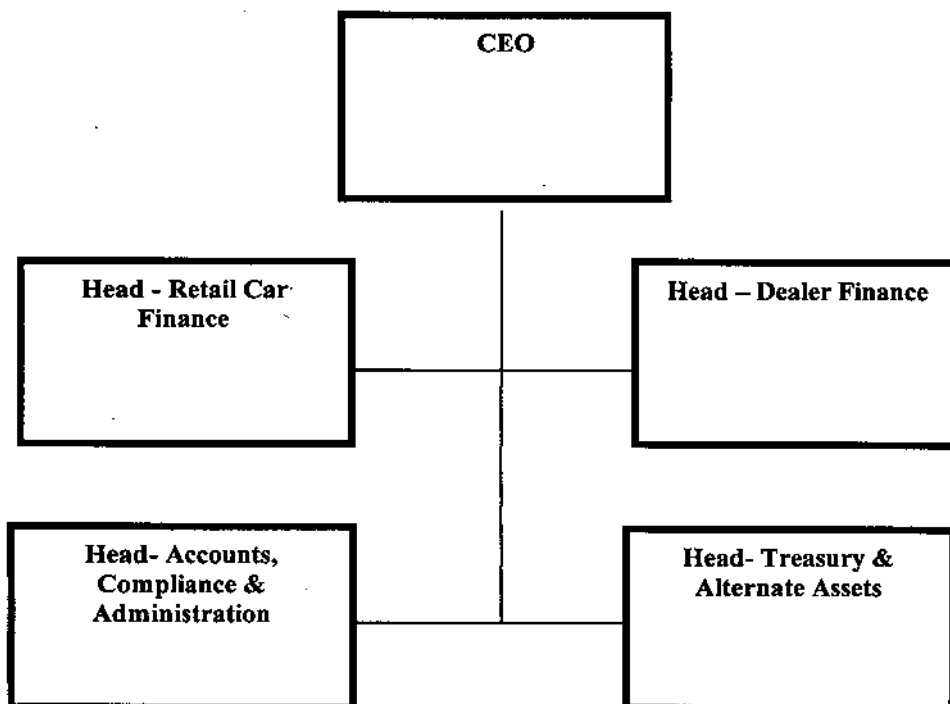
b. BRIEF SUMMARY OF THE BUSINESS/ ACTIVITIES AND LINE OF BUSINESS:

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:



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

In ₹ Lacs

Parameters	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Net Worth	2,35,291.78	1,92,233.52	1,53,757.56
Total Debt	15,68,501.38	12,73,494.89	9,82,875.54
Of which – Non Current Maturities of			
Long Term Borrowing	5,97,139.51	6,09,386.87	3,93,111.53
- Short Term Borrowing	4,78,695.58	2,84,280.47	2,75,843.25
- Current Maturities of			
Long Term Borrowing	4,92,666.29	3,79,050.90	3,13,920.76
Net Fixed Assets	2,906.63	2,795.89	2,776.78
Non Current Assets	7,74,886.32	5,95,497.13	5,07,779.35
Cash and Cash Equivalents	19,863.19	79,390.43	14,168.34
Current Investments	87,148.84	65,185.07	25,468.98
Non-Current Investments	29,310.73	10,048.88	12,289.63
Current Assets (incl Loans & Adv)	9,51,149.99	7,60,509.59	6,17,547.29
Non-Current Assets (incl Loans & Adv and DTA)	7,85,216.97	6,08,562.13	5,19,610.63
Current Liabilities	63,474.09	56,534.46	44,668.20
Non-Current Liabilities	8,329.10	6,055.15	10,560.35
Assets Under Management	18,75,596.35	15,27,541.37	11,91,861.65
Off Balance Sheet Assets		-	-
Interest Income	2,08,486.35	1,66,682.53	1,32,449.13
Interest Expense	1,34,534.30	1,00,252.11	67,256.23
Provisioning & Write-offs	3,745.99	4,677.30	3,262.01
PAT	43,069.96	38,487.58	31,786.27
Gross NPA(%)	0.4	0.38	0.84
Net NPA(%)	0.2	0.15	0.28
Tier I Capital Adequacy Ratio (%)	11.76	12.34	12.6
Tier II Capital Adequacy Ratio (%)	3.67	4	2.92

DEBT EQUITY RATIO PRIOR TO AND AFTER ISSUE:

The debt equity ratio as on March 31, 2013 is 6.67:1; The debt equity ratio is expected to be in the range of 6.8:1 to 7.5:1 by March 31, 2014.

vi. 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 procura Stress Assets in the market, to increase revenues and its product basket.

- The Company has total earning assets at about ₹ 18,414 crores, of which car finance assets constitute about ₹ 12,777 crores, as at March 31, 2013.
- The Company has presence in major car markets across 70 branches in India, including representative offices, and has a distribution network supported by Direct Marketing Associates, brokers and distribution agencies and services around 3.14 lakh live customers as at March 31, 2013
- 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, 2013:

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, 2013 AND FOR THE LAST FIVE YEARS:

Quarter End/ Year End	Date of Change(AGM/EGM)	₹	Particulars
30-Sep-12	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 29th March 2011 @ 10 plus Premium of Rs.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 27th March 2010 @ 10 plus Premium 3,740/-
31-Mar-09	No change	3,26,19,000.00	
31-Mar-08	No change	3,26,19,000.00	

iii. EQUITY SHARE CAPITAL HISTORY OF THE COMPANY AS ON MARCH 31, 2013:

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 (₹)	
30-Sep-12		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
31-Mar-09		0	10				3261900	32619000		
31-Mar-08		0	10				3261900	32619000		

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, 2013 (quarter end):

i. **SHAREHOLDING PATTERN OF THE COMPANY AS ON MARCH 31, 2013:**

Sr. No.	Particulars	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	-	51
2	Kotak Securities Limited	17,12,600	12,24,400	49
		34,95,200		

ii. **LIST OF TOP TEN HOLDERS OF EQUITY SHARES OF THE COMPANY AS ON MARCH 31, 2013:**

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		51
2	Kotak Securities Limited	17,12,600	12,24,400	49

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	15/3/1959 (Age 54 years)	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



Name	Designation	DIN	Date of Birth	Address	Director of the Company since	Details of other directorship
Mr. Dipak Gupta	Director	00004771	13/2/1961 (Age 52 years)	Flat No.32, A-wing, Tanna Residency, 392, Veer Savarkar Marg, Opp. Siddhivinayak Temple, Mumbai - 400 025	28/2/1996 Since incorporation	Kotak Mahindra Bank Limited Kotak Forex Brokerage Limited Kotak Mahindra Capital Company Limited Kotak Mahindra Investments Limited Kotak Mahindra Old Mutual Life Insurance Limited Kotak Mahindra Prime Limited
Mr. Jaimin Bhatt	Director	00003657	30/3/1962 (Age 51 years)	Flat No.18, Jeevan Jyoti Building, 5 th floor, 29-B/C, Lallubhai Park, Andheri (West), Mumbai-400058.	24/7/2007	Business Standard Limited Kotak Mahindra Capital Company Limited Kotak Mahindra Investments Limited Kotak Investment Advisors Limited Kotak Mahindra Prime Limited Kotak Mahindra Pension Fund Limited Infina Finance Private Limited Ace Derivatives and Commodity Exchange Limited
Ms. Shanti Ekambaram	Director	00004889	14/9/1962 (Age 51 years)	101 A, Kalpataru Habitat, Dr. S.S. Rao Road, Parel, Mumbai-400 012	4/10/2005	Kotak Mahindra Capital Company Limited Kotak Investment Advisors Limited Kotak Mahindra Prime Limited Ace Derivatives and Commodity Exchange Limited
Mr. Mohan Shenoi	Director	01603606	28/4/1958 (Age 55 years)	Flat No. 53, 5 th Floor, A Tower, Kalpataru Residency, Road No. 8, Sion (East), Mumbai - 400022	16/6/2007	Kotak Mahindra Prime Limited Kotak Forex Brokerage Limited
Mr. Arvind Kathpalia	Director	02630873	19/3/1958 (Age 55 years)	Flat No.24, 12 th floor, Sonmarg, 67B, Napean Sea Road, Mumbai - 400006	16/4/2009	Kotak Mahindra Prime Limited



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

f. DETAILS REGARDING THE AUDITORS OF THE COMPANY:

i. DETAILS OF THE AUDITORS OF THE COMPANY:



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/sDeloitte Haskins & Sells, Chartered Accountants	Indiabulls Finance Centre Tower 3, 27th – 32nd Floor Senapati Bapat Marg Elphinstone Road (West) Mumbai 400 013	23-Nov-06		
		same as above		
		same as above		

g. DETAILS OF BORROWINGS OF THE COMPANY, AS ON MARCH 31, 2013:

i. DETAILS OF SECURED LOAN FACILITIES:-

Lender's name (As on 31.03.13)	Type of facility	Amt sanctioned (₹ In crs)	Principal Amt outstanding (₹In crs)	Repayment date/Schedule	Security
Abu Dhabhi Commercial Bank	BL	30	30	26-Feb-14	Refer Note Below
Andhra Bank	BL		100	21-May-13	Refer Note Below
Andhra Bank	CC	200	75	06-Apr-13	Refer Note Below
Bank of Baroda	BL		100	02-Apr-13	Refer Note Below
Bank of Baroda	BL	200	100	19-Sep-14	Refer Note Below
Bank Of India	BL		92	24-Jan-14	Refer Note Below
Bank Of India	BL		100	30-May-13	Refer Note Below
Bank Of India	BL		50	28-Jun-13	Refer Note Below
Bank Of India	BL		100	24-Jul-13	Refer Note Below
Bank Of India	BL		100	28-Oct-13	Refer Note Below
Bank Of India	BL	875	50	27-Dec-13	Refer Note Below
Bank of Maharashtra	BL		50	16-Aug-13	Refer Note Below
Bank of Maharashtra	BL	150	100	29-Nov-13	Refer Note Below
Bank Of Nova Scotia	BL		25	29-Apr-13	Refer Note Below
Bank Of Nova Scotia	BL		30	17-May-13	Refer Note Below
Bank Of Nova Scotia	BL	175	120	01-Jul-13	Refer Note Below
Canara Bank	BL		350	30-Mar-14	Refer Note Below
Canara Bank	BL	750	150	27-Mar-15	Refer Note Below
Citibank	BL	75	75	21-May-13	Refer Note Below
Corporation Bank	BL	250	250	31-Jan-14	Refer Note Below
Indian Bank	BL	200	200	15-Jun-14	Refer Note Below



Lender's name (As on 31.03.13)	Type of facility	Amt sanctioned (₹ In crs)	Principal Amt outstanding (₹ In crs)	Repayment date/Schedule	Security
Oriental Bank of Commerce	BL	200	50	19-Jul-13	Refer Note Below
Oriental Bank of Commerce	CC		75	06-Apr-13	Refer Note Below
Punjab National Bank	BL	200	100	30-Jun-13	Refer Note Below
State Bank of Bikaner And Jaipur	BL	100	100	26-Sep-14	Refer Note Below
State Bank of Mysore	BL	125	125	27-Jun-14	Refer Note Below
State Bank of Patiala	BL	400	100	19-Mar-14	Refer Note Below
State Bank of Patiala	BL		50	28-Mar-14	Refer Note Below
State Bank of Patiala	BL		50	30-Apr-14	Refer Note Below
State Bank of Patiala	BL		200	07-Nov-14	Refer Note Below
State Bank Of Travancore	BL	525	50	02-Apr-13	Refer Note Below
State Bank Of Travancore	BL		75	28-Mar-14	Refer Note Below
State Bank Of Travancore	BL		75	28-Mar-14	Refer Note Below
State Bank Of Travancore	BL		125	01-Dec-14	Refer Note Below
State Bank Of Travancore	BL		150	10-Dec-14	Refer Note Below
Syndicate Bank	BL	600	150	19-Jun-13	Refer Note Below
Syndicate Bank	BL		150	21-Jun-13	Refer Note Below
Syndicate Bank	BL		100	30-Dec-13	Refer Note Below
Syndicate Bank	BL		100	30-Dec-13	Refer Note Below
Syndicate Bank	BL		100	14-Nov-14	Refer Note Below
The South Indian Bank Limited	BL	150	50	02-Apr-13	Refer Note Below
The South Indian Bank Limited	BL		25	03-Apr-13	Refer Note Below
The South Indian Bank Limited	BL		50	23-Oct-13	Refer Note Below
UCO BANK	BL	600	100	23-Dec-13	Refer Note Below
UCO BANK	BL		100	24-Feb-14	Refer Note Below
UCO BANK	BL		200	28-Mar-14	Refer Note Below
UCO BANK	BL		100	27-Feb-15	Refer Note Below
UCO BANK	CC		15	06-Apr-13	Refer Note Below
Union Bank of India	BL	475	100	02-Apr-13	Refer Note Below
Union Bank of India	BL		100	02-Apr-13	Refer Note Below
Union Bank of India	BL		50	03-Apr-13	Refer Note Below
Union Bank of India	BL		100	27-Sep-13	Refer Note Below
Union Bank of India	BL		50	30-Dec-13	Refer Note Below
Vijaya Bank	BL	100	100	28-Jun-13	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 Rs. 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:

Debt series	Tenor	Coupon	Amount (₹ In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
1636	1099	8.60	35.00	29-03-10	01-04-13	CRISIL AA+	Secured	Refer Note Below
1903	730	10.30	5.00	30-03-11	29-03-13	CRISIL AA+	Secured	Refer Note Below
1903	730	10.30	15.00	30-03-11	29-03-13	CRISIL AA+	Secured	Refer Note Below
2057	439	0.00	6.00	20-01-12	03-04-13	CRISIL AA+	Secured	Refer Note Below
1998	543	0.00	15.00	10-10-11	05-04-13	CRISIL AA+	Secured	Refer Note Below
1999	546	0.00	11.60	11-10-11	09-04-13	CRISIL AA+	Secured	Refer Note Below
1905	730	10.40	15.00	13-04-11	12-04-13	CRISIL AA+	Secured	Refer Note Below
2000	544	0.00	8.70	21-10-11	17-04-13	CRISIL AA+	Secured	Refer Note Below
2015	539	0.00	15.00	31-10-11	22-04-13	CRISIL AA+	Secured	Refer Note Below
2060	448	0.00	6.00	27-01-12	19-04-13	CRISIL AA+	Secured	Refer Note Below
1839	913	9.00	75.00	19-10-10	19-04-13	CRISIL AA+	Secured	Refer Note Below
1992	575	10.15	25.00	29-09-11	26-04-13	CRISIL AA+	Secured	Refer Note Below
1992	575	10.15	65.00	29-09-11	26-04-13	CRISIL AA+	Secured	Refer Note Below
1992	575	10.15	35.00	29-09-11	26-04-13	CRISIL AA+	Secured	Refer Note Below
2006	549	0.00	12.00	25-10-11	26-04-13	CRISIL AA+	Secured	Refer Note Below
1906	730	10.75	50.00	27-04-11	26-04-13	CRISIL AA+	Secured	Refer Note Below
1907	729	10.75	10.00	28-04-11	26-04-13	CRISIL AA+	Secured	Refer Note Below
1908	731	10.75	50.00	29-04-11	29-04-13	CRISIL AA+	Secured	Refer Note Below
2087	383	0.00	13.00	12-04-12	30-04-13	CRISIL AA+	Secured	Refer Note Below
2097	373	9.95% Compounded Annually	70.00	24-04-12	02-05-13	CRISIL AA+	Secured	Refer Note Below
1671	1094	8.25	5.00	05-05-10	03-05-13	CRISIL AA+	Secured	Refer Note Below
1671	1094	8.25	20.00	05-05-10	03-05-13	CRISIL AA+	Secured	Refer Note Below
1670	1102	8.25	48.00	30-04-10	06-05-13	CRISIL AA+	Secured	Refer Note Below
1670	1102	8.25	2.00	30-04-10	06-05-13	CRISIL AA+	Secured	Refer Note Below
2014	556	0.00	15.00	28-10-11	06-05-13	CRISIL AA+	Secured	Refer Note Below
1668	1104	0.00	35.00	28-04-10	06-05-13	CRISIL AA+	Secured	Refer Note Below



Debenture series	Tenor	Coupon	Amount (₹ In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2019	552	0.00	50.00	11-11-11	16-05-13	CRISIL AA+	Secured	Refer Note Below
1974	731	11.00	25.00	20-05-11	20-05-13	CRISIL AA+	Secured	Refer Note Below
2073	447	0.00	9.30	29-02-12	21-05-13	CRISIL AA+	Secured	Refer Note Below
2026	541	0.00	3.50	29-11-11	23-05-13	CRISIL AA+	Secured	Refer Note Below
1972	730	11.10	25.00	25-05-11	24-05-13	CRISIL AA+	Secured	Refer Note Below
2035	531	0.00	23.00	14-12-11	28-05-13	CRISIL AA+	Secured	Refer Note Below
2029	545	0.00	7.70	01-12-11	29-05-13	CRISIL AA+	Secured	Refer Note Below
1708	1091	8.35	0.50	04-06-10	30-05-13	CRISIL AA+	Secured	Refer Note Below
1708	1091	8.35	69.50	04-06-10	30-05-13	CRISIL AA+	Secured	Refer Note Below
2046	526	0.00	5.00	28-12-11	06-06-13	CRISIL AA+	Secured	Refer Note Below
1934	730	11.10	25.00	08-06-11	07-06-13	CRISIL AA+	Secured	Refer Note Below
1935	731	0.00	61.60	10-06-11	10-06-13	CRISIL AA+	Secured	Refer Note Below
2033	545	0.00	12.00	14-12-11	11-06-13	CRISIL AA+	Secured	Refer Note Below
2034	546	0.00	5.80	14-12-11	12-06-13	CRISIL AA+	Secured	Refer Note Below
2040	544	0.00	44.10	21-12-11	17-06-13	CRISIL AA+	Secured	Refer Note Below
2044	540	0.00	12.00	27-12-11	19-06-13	CRISIL AA+	Secured	Refer Note Below
2085	437	0.00	3.30	10-04-12	21-06-13	CRISIL AA+	Secured	Refer Note Below
2042	546	0.00	21.00	26-12-11	24-06-13	CRISIL AA+	Secured	Refer Note Below
2045	544	0.00	4.70	28-12-11	24-06-13	CRISIL AA+	Secured	Refer Note Below
2048	546	0.00	8.60	29-12-11	27-06-13	CRISIL AA+	Secured	Refer Note Below
2050	544	0.00	10.00	05-01-12	02-07-13	CRISIL AA+	Secured	Refer Note Below
2043	560	0.00	12.00	26-12-11	08-07-13	CRISIL AA+	Secured	Refer Note Below
1961	722	0.00	25.00	19-07-11	10-07-13	CRISIL AA+	Secured	Refer Note Below
2055	543	0.00	17.20	20-01-12	16-07-13	CRISIL AA+	Secured	Refer Note Below
2059	537	0.00	5.20	27-01-12	17-07-13	CRISIL AA+	Secured	Refer Note Below
1951	751	10.40	15.00	28-06-11	18-07-13	CRISIL AA+	Secured	Refer Note Below
1956	744	10.25	10.00	05-07-11	18-07-13	CRISIL AA+	Secured	Refer Note Below
2047	567	0.00	6.00	29-12-11	18-07-13	CRISIL AA+	Secured	Refer Note Below
1885	896	10.25	2.80	04-02-11	19-07-13	CRISIL AA+	Secured	Refer Note Below
2056	549	0.00	5.00	20-01-12	22-07-13	CRISIL AA+	Secured	Refer Note Below
2095	459	0.00	7.20	19-04-12	22-07-13	CRISIL AA+	Secured	Refer Note Below



Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
1988	678	10.20	25.00	15-09-11	24-07-13	CRISIL AA+	Secured	Refer Note Below
2166	211	9.80	150.00	27-12-12	26-07-13	CRISIL A1+	Secured	Refer Note Below
1968	724	10.25	15.00	05-08-11	29-07-13	CRISIL AA+	Secured	Refer Note Below
2112	420	10.09% Compounded Annually	15.00	07-06-12	01-08-13	CRISIL AA+	Secured	Refer Note Below
1970	732	10.00	25.00	11-08-11	12-08-13	CRISIL AA+	Secured	Refer Note Below
1971	729	0.00	8.00	11-08-11	09-08-13	CRISIL AA+	Secured	Refer Note Below
2070	539	0.00	4.60	22-02-12	14-08-13	CRISIL AA+	Secured	Refer Note Below
2072	542	0.00	13.50	24-02-12	19-08-13	CRISIL AA+	Secured	Refer Note Below
1975	732	10.00	5.00	25-08-11	26-08-13	CRISIL AA+	Secured	Refer Note Below
2066	563	0.00	46.10	14-02-12	30-08-13	CRISIL AA+	Secured	Refer Note Below
2066	563	0.00	47.90	14-02-12	30-08-13	CRISIL AA+	Secured	Refer Note Below
2065	563	0.00	9.00	14-02-12	30-08-13	CRISIL AA+	Secured	Refer Note Below
2065	563	0.00	25.00	14-02-12	30-08-13	CRISIL AA+	Secured	Refer Note Below
1810	1098	9.10	8.00	31-08-10	02-09-13	CRISIL AA+	Secured	Refer Note Below
1980	729	0.00	15.50	08-09-11	06-09-13	CRISIL AA+	Secured	Refer Note Below
1981	730	10.20	5.00	12-09-11	11-09-13	CRISIL AA+	Secured	Refer Note Below
1981	730	10.20	20.00	12-09-11	11-09-13	CRISIL AA+	Secured	Refer Note Below
1981	730	10.20	25.00	12-09-11	11-09-13	CRISIL AA+	Secured	Refer Note Below
1983	728	10.20	10.00	14-09-11	11-09-13	CRISIL AA+	Secured	Refer Note Below
1983	728	10.20	15.00	14-09-11	11-09-13	CRISIL AA+	Secured	Refer Note Below
1982	731	10.50	50.00	13-09-11	13-09-13	CRISIL AA+	Secured	Refer Note Below
1984	730	10.15	2.50	14-09-11	13-09-13	CRISIL AA+	Secured	Refer Note Below
2142	365	9.77	150.00	13-09-12	13-09-13	CRISIL A1+	Secured	Refer Note Below
1987	736	10.10	48.00	15-09-11	20-09-13	CRISIL AA+	Secured	Refer Note Below
2041	640	0.00	29.50	23-12-11	23-09-13	CRISIL AA+	Secured	Refer Note Below
2143	375	9.76% Compounded Annually	95.00	14-09-12	24-09-13	CRISIL AA+	Secured	Refer Note Below
1991	729	0.00	47.00	28-09-11	26-09-13	CRISIL AA+	Secured	Refer Note Below
1993	729	10.15	60.00	29-09-11	27-09-13	CRISIL AA+	Secured	Refer Note Below
1993	729	10.15	15.00	29-09-11	27-09-13	CRISIL AA+	Secured	Refer Note Below
1993	729	10.15	10.00	29-09-11	27-09-13	CRISIL AA+	Secured	Refer Note Below



Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
1993	729	10.15	25.00	29-09-11	27-09-13	CRISIL AA+	Secured	Refer Note Below
1993	729	10.15	5.00	29-09-11	27-09-13	CRISIL AA+	Secured	Refer Note Below
1993	729	10.15	10.00	29-09-11	27-09-13	CRISIL AA+	Secured	Refer Note Below
2103	518	10.1610% Compounded Annually	4.50	11-05-12	11-10-13	CRISIL AA+	Secured	Refer Note Below
2150	366	9.25	4.00	17-10-12	18-10-13	CRISIL AA+	Secured	Refer Note Below
2004	731	10.45	10.00	24-10-11	24-10-13	CRISIL AA+	Secured	Refer Note Below
2004	731	10.45	5.00	24-10-11	24-10-13	CRISIL AA+	Secured	Refer Note Below
2004	731	10.45	45.00	24-10-11	24-10-13	CRISIL AA+	Secured	Refer Note Below
2007	734	0.00	23.00	25-10-11	28-10-13	CRISIL AA+	Secured	Refer Note Below
2147	396	9.47% Compounded Annually	100.00	05-10-12	05-11-13	CRISIL AA+	Secured	Refer Note Below
2018	730	10.33	25.00	09-11-11	08-11-13	CRISIL AA+	Secured	Refer Note Below
2022	727	0.00	24.00	22-11-11	18-11-13	CRISIL AA+	Secured	Refer Note Below
2024	730	10.50	250.00	23-11-11	22-11-13	CRISIL AA+	Secured	Refer Note Below
2020	739	0.00	30.00	17-11-11	25-11-13	CRISIL AA+	Secured	Refer Note Below
2027	729	0.00	6.00	01-12-11	29-11-13	CRISIL AA+	Secured	Refer Note Below
2030	731	0.00	12.80	02-12-11	02-12-13	CRISIL AA+	Secured	Refer Note Below
2028	734	0.00	15.00	01-12-11	04-12-13	CRISIL AA+	Secured	Refer Note Below
2031	728	0.00	8.50	12-12-11	09-12-13	CRISIL AA+	Secured	Refer Note Below
2032	731	10.15	15.00	13-12-11	13-12-13	CRISIL AA+	Secured	Refer Note Below
2036	733	0.00	8.70	15-12-11	17-12-13	CRISIL AA+	Secured	Refer Note Below
2037	734	0.00	15.00	16-12-11	19-12-13	CRISIL AA+	Secured	Refer Note Below
2039	733	0.00	15.90	21-12-11	23-12-13	CRISIL AA+	Secured	Refer Note Below
1880	1085	10.25	5.00	27-01-11	16-01-14	CRISIL AA+	Secured	Refer Note Below
2061	731	0.00	13.30	03-02-12	03-02-14	CRISIL AA+	Secured	Refer Note Below
1892	1086	10.25	2.00	24-02-11	14-02-14	CRISIL AA+	Secured	Refer Note Below
2068	726	0.00	8.20	22-02-12	17-02-14	CRISIL AA+	Secured	Refer Note Below
2196	367	9.70	150.00	01-03-13	03-03-14	CRISIL AA+	Secured	Refer Note Below
2093	684	0.00	30.00	18-04-12	03-03-14	CRISIL AA+	Secured	Refer Note Below
2093	684	0.00	30.00	18-04-12	03-03-14	CRISIL AA+	Secured	Refer Note Below
2093	684	0.00	60.00	18-04-12	03-03-14	CRISIL AA+	Secured	Refer Note Below



Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2094	684	0.00	5.00	19-04-12	04-03-14	CRISIL AA+	Secured	Refer Note Below
2094	684	0.00	85.00	19-04-12	04-03-14	CRISIL AA+	Secured	Refer Note Below
2094	684	0.00	30.00	19-04-12	04-03-14	CRISIL AA+	Secured	Refer Note Below
1911	1053	10.90	5.00	09-05-11	27-03-14	CRISIL AA+	Secured	Refer Note Below
2186	415	0.00	110.00	11-02-13	02-04-14	CRISIL AA+	Secured	Refer Note Below
2082	743	0.00	17.00	21-03-12	03-04-14	CRISIL AA+	Secured	Refer Note Below
2200	391	0.00	33.00	08-03-13	03-04-14	CRISIL AA+	Secured	Refer Note Below
2198	393	0.00	43.00	06-03-13	03-04-14	CRISIL AA+	Secured	Refer Note Below
2188	414	0.00	105.50	18-02-13	08-04-14	CRISIL AA+	Secured	Refer Note Below
2081	748	0.00	26.80	21-03-12	08-04-14	CRISIL AA+	Secured	Refer Note Below
2189	414	0.00	12.20	18-02-13	08-04-14	CRISIL AA+	Secured	Refer Note Below
2193	407	0.00	45.00	26-02-13	09-04-14	CRISIL AA+	Secured	Refer Note Below
2169	462	9.667% Compounded Annually	18.00	03-01-13	10-04-14	CRISIL AA+	Secured	Refer Note Below
2202	392	0.00	22.00	14-03-13	10-04-14	CRISIL AA+	Secured	Refer Note Below
2203	385	0.00	2.10	22-03-13	11-04-14	CRISIL AA+	Secured	Refer Note Below
2137	595	10.03	100.00	27-08-12	14-04-14	CRISIL AA+	Secured	Refer Note Below
2201	399	0.00	91.00	12-03-13	15-04-14	CRISIL AA+	Secured	Refer Note Below
2174	457	0.00	28.00	14-01-13	16-04-14	CRISIL AA+	Secured	Refer Note Below
2191	415	0.00	43.10	25-02-13	16-04-14	CRISIL AA+	Secured	Refer Note Below
2199	406	0.00	42.50	06-03-13	16-04-14	CRISIL AA+	Secured	Refer Note Below
2190	416	0.00	25.00	25-02-13	17-04-14	CRISIL AA+	Secured	Refer Note Below
2156	532	9.38	4.00	05-11-12	21-04-14	CRISIL AA+	Secured	Refer Note Below
2184	454	0.00	22.30	24-01-13	23-04-14	CRISIL AA+	Secured	Refer Note Below
2096	730	9.90	5.00	23-04-12	23-04-14	CRISIL AA+	Secured	Refer Note Below
2096	730	9.90	5.00	23-04-12	23-04-14	CRISIL AA+	Secured	Refer Note Below
2096	730	9.90	5.00	23-04-12	23-04-14	CRISIL AA+	Secured	Refer Note Below
2096	730	9.90	25.00	23-04-12	23-04-14	CRISIL AA+	Secured	Refer Note Below
2096	730	9.90	10.00	23-04-12	23-04-14	CRISIL AA+	Secured	Refer Note Below
2053	829	0.00	43.50	17-01-12	25-04-14	CRISIL AA+	Secured	Refer Note Below
1910	1085	10.90	10.00	09-05-11	28-04-14	CRISIL AA+	Secured	Refer Note Below
2168	481	0.00	30.00	02-01-13	28-04-14	CRISIL AA+	Secured	Refer Note Below



Debtenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2080	769	0.00	13.50	21-03-12	29-04-14	CRISIL AA+	Secured	Refer Note Below
2180	467	0.00	14.00	18-01-13	30-04-14	CRISIL AA+	Secured	Refer Note Below
2105	717	10.35% Compounded Annually	20.50	18-05-12	05-05-14	CRISIL AA+	Secured	Refer Note Below
2102	727	10.3479% Compounded Annually	33.40	11-05-12	08-05-14	CRISIL AA+	Secured	Refer Note Below
2063	825	0.00	19.80	08-02-12	13-05-14	CRISIL AA+	Secured	Refer Note Below
2187	452	0.00	11.20	15-02-13	13-05-14	CRISIL AA+	Secured	Refer Note Below
2205	420	0.00	20.00	28-03-13	22-05-14	CRISIL AA+	Secured	Refer Note Below
2162	522	0.00	25.00	20-12-12	26-05-14	CRISIL AA+	Secured	Refer Note Below
2195	454	9.6795% Compounded Annually	55.00	28-02-13	28-05-14	CRISIL AA+	Secured	Refer Note Below
1958	1052	10.45	15.00	12-07-11	29-05-14	CRISIL AA+	Secured	Refer Note Below
1927	1096	11.05	30.00	30-05-11	30-05-14	CRISIL AA+	Secured	Refer Note Below
2160	546	9.73	50.00	30-11-12	30-05-14	CRISIL AA+	Secured	Refer Note Below
2204	433	9.2938% Compounded Annually	57.00	26-03-13	02-06-14	CRISIL AA+	Secured	Refer Note Below
2104	747	10.2882% Compounded Annually	5.50	16-05-12	02-06-14	CRISIL AA+	Secured	Refer Note Below
2111	730	10.25% Compounded Annually	10.00	05-06-12	05-06-14	CRISIL AA+	Secured	Refer Note Below
2111	730	10.25% Compounded Annually	15.00	05-06-12	05-06-14	CRISIL AA+	Secured	Refer Note Below
1942	1090	10.65	20.00	16-06-11	10-06-14	CRISIL AA+	Secured	Refer Note Below
2170	522	0.00	125.00	04-01-13	10-06-14	CRISIL AA+	Secured	Refer Note Below
2185	499	0.00	77.00	28-01-13	11-06-14	CRISIL AA+	Secured	Refer Note Below
2163	537	0.00	31.30	21-12-12	11-06-14	CRISIL AA+	Secured	Refer Note Below
2182	505	0.00	22.00	23-01-13	12-06-14	CRISIL AA+	Secured	Refer Note Below
2161	546	9.98	26.00	17-12-12	16-06-14	CRISIL AA+	Secured	Refer Note Below
2165	544	0.00	17.20	26-12-12	23-06-14	CRISIL AA+	Secured	Refer Note Below
2167	547	9.98	25.00	27-12-12	27-06-14	CRISIL AA+	Secured	Refer Note Below
1959	1084	10.45	5.00	12-07-11	30-06-14	CRISIL AA+	Secured	Refer Note Below
2173	532	0.00	35.30	14-01-13	30-06-14	CRISIL AA+	Secured	Refer Note Below



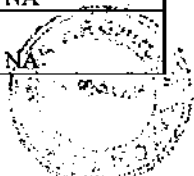
Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2171	541	0.00	4.80	08-01-13	03-07-14	CRISIL AA+	Secured	Refer Note Below
2119	730	10.20	25.00	03-07-12	03-07-14	CRISIL AA+	Secured	Refer Note Below
2054	905	0.00	43.00	17-01-12	10-07-14	CRISIL AA+	Secured	Refer Note Below
1957	1096	11.00	50.00	11-07-11	11-07-14	CRISIL AA+	Secured	Refer Note Below
1950	1112	10.50	10.00	28-06-11	14-07-14	CRISIL AA+	Secured	Refer Note Below
2120	731	0.00	6.00	13-07-12	14-07-14	CRISIL AA+	Secured	Refer Note Below
2183	537	0.00	25.00	24-01-13	15-07-14	CRISIL AA+	Secured	Refer Note Below
1960	1096	11.00	50.00	18-07-11	18-07-14	CRISIL AA+	Secured	Refer Note Below
2122	732	0.00	15.00	19-07-12	21-07-14	CRISIL AA+	Secured	Refer Note Below
1962	1096	11.00	40.00	22-07-11	22-07-14	CRISIL AA+	Secured	Refer Note Below
2123	728	10.15	25.00	27-07-12	25-07-14	CRISIL AA+	Secured	Refer Note Below
1966	1096	11.00	60.00	25-07-11	25-07-14	CRISIL AA+	Secured	Refer Note Below
1967	1096	10.50	50.00	27-07-11	27-07-14	CRISIL AA+	Secured	Refer Note Below
2126	730	10.30	10.00	27-07-12	27-07-14	CRISIL AA+	Secured	Refer Note Below
2124	730	10.30	50.00	27-07-12	27-07-14	CRISIL AA+	Secured	Refer Note Below
2125	730	10.30	50.00	27-07-12	27-07-14	CRISIL AA+	Secured	Refer Note Below
2127	730	10.30	25.00	30-07-12	30-07-14	CRISIL AA+	Secured	Refer Note Below
2128	730	10.05	10.00	06-08-12	06-08-14	CRISIL AA+	Secured	Refer Note Below
1969	1096	10.35	25.00	08-08-11	08-08-14	CRISIL AA+	Secured	Refer Note Below
1969	1096	10.35	10.00	08-08-11	08-08-14	CRISIL AA+	Secured	Refer Note Below
1969	1096	10.35	15.00	08-08-11	08-08-14	CRISIL AA+	Secured	Refer Note Below
2107	841	10.2809% Compounded Annually	25.00	22-05-12	10-09-14	CRISIL AA+	Secured	Refer Note Below
2139	730	10.00	100.00	10-09-12	10-09-14	CRISIL AA+	Secured	Refer Note Below
1985	1092	10.20	15.00	15-09-11	11-09-14	CRISIL AA+	Secured	Refer Note Below
2141	730	10.00	10.00	12-09-12	12-09-14	CRISIL AA+	Secured	Refer Note Below
2140	730	10.00	15.00	12-09-12	12-09-14	CRISIL AA+	Secured	Refer Note Below
1986	1101	10.20	30.00	15-09-11	20-09-14	CRISIL AA+	Secured	Refer Note Below
2005	1106	0.00	34.00	25-10-11	04-11-14	CRISIL AA+	Secured	Refer Note Below
2021	1088	0.00	82.00	18-11-11	10-11-14	CRISIL AA+	Secured	Refer Note Below
2157	728	9.70	1.00	23-11-12	21-11-14	CRISIL AA+	Secured	Refer Note Below
2025	1096	0.00	22.10	25-11-11	25-11-14	CRISIL AA+	Secured	Refer Note Below



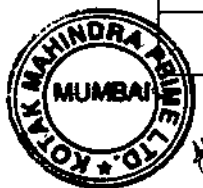
Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2158	730	9.55	180.00	26-11-12	26-11-14	CRISIL AA+	Secured	Refer Note Below
2159	730	9.55	120.00	26-11-12	26-11-14	CRISIL AA+	Secured	Refer Note Below
2052	1063	0.00	17.50	13-01-12	11-12-14	CRISIL AA+	Secured	Refer Note Below
2038	1091	0.00	16.00	20-12-11	15-12-14	CRISIL AA+	Secured	Refer Note Below
2049	1095	0.00	20.00	30-12-11	29-12-14	CRISIL AA+	Secured	Refer Note Below
2051	1090	0.00	11.00	13-01-12	07-01-15	CRISIL AA+	Secured	Refer Note Below
2194	691	0.00	5.90	28-02-13	20-01-15	CRISIL AA+	Secured	Refer Note Below
2058	1100	0.00	35.00	23-01-12	27-01-15	CRISIL AA+	Secured	Refer Note Below
2062	1093	0.00	13.30	06-02-12	03-02-15	CRISIL AA+	Secured	Refer Note Below
2067	1084	0.00	6.00	21-02-12	09-02-15	CRISIL AA+	Secured	Refer Note Below
2197	723	0.00	5.00	05-03-13	26-02-15	CRISIL AA+	Secured	Refer Note Below
2091	1049	9.99% Compounded Annually	5.00	17-04-12	02-03-15	CRISIL AA+	Secured	Refer Note Below
2075	1093	0.00	31.90	06-03-12	04-03-15	CRISIL AA+	Secured	Refer Note Below
2074	1096	0.00	13.20	05-03-12	06-03-15	CRISIL AA+	Secured	Refer Note Below
2076	1095	0.00	18.20	09-03-12	09-03-15	CRISIL AA+	Secured	Refer Note Below
2084	1085	0.00	35.00	10-04-12	31-03-15	CRISIL AA+	Secured	Refer Note Below
2086	1085	0.00	33.00	12-04-12	02-04-15	CRISIL AA+	Secured	Refer Note Below
2092	1080	9.995% Compounded Annually	5.00	17-04-12	02-04-15	CRISIL AA+	Secured	Refer Note Below
2083	1110	0.00	13.00	22-03-12	06-04-15	CRISIL AA+	Secured	Refer Note Below
2088	1092	0.00	69.00	13-04-12	10-04-15	CRISIL AA+	Secured	Refer Note Below
2089	1095	10.01	3.80	16-04-12	16-04-15	CRISIL AA+	Secured	Refer Note Below
2090	1094	10.01	1.20	17-04-12	16-04-15	CRISIL AA+	Secured	Refer Note Below
2099	1081	10% Compounded Annually	13.00	30-04-12	16-04-15	CRISIL AA+	Secured	Refer Note Below
2098	1095	10.00	5.00	27-04-12	27-04-15	CRISIL AA+	Secured	Refer Note Below
2151	924	0.00	12.80	18-10-12	30-04-15	CRISIL AA+	Secured	Refer Note Below
2100	1099	10% Compounded Annually	62.00	30-04-12	04-05-15	CRISIL AA+	Secured	Refer Note Below
2106	1083	10.35	20.00	18-05-12	06-05-15	CRISIL AA+	Secured	Refer Note Below
2115	1096	10.15	25.00	21-06-12	22-06-15	CRISIL AA+	Secured	Refer Note Below



Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2101	1187	9.971% Compounded Annually	5.00	04-05-12	04-08-15	CRISIL AA+	Secured	Refer Note Below
2138	1094	10.05	50.00	05-09-12	04-09-15	CRISIL AA+	Secured	Refer Note Below
2146	1092	9.90	5.00	04-10-12	01-10-15	CRISIL AA+	Secured	Refer Note Below
2121	1171	10.1232% Compounded Annually	1.20	17-07-12	01-10-15	CRISIL AA+	Secured	Refer Note Below
2148	1095	9.90	10.00	05-10-12	05-10-15	CRISIL AA+	Secured	Refer Note Below
2152	1093	0.00	52.90	18-10-12	16-10-15	CRISIL AA+	Secured	Refer Note Below
2149	1095	9.63% Compounded Annually	30.00	16-10-12	16-10-15	CRISIL AA+	Secured	Refer Note Below
2178	1093	9.50	23.00	17-01-13	15-01-16	CRISIL AA+	Secured	Refer Note Below
2179	1093	9.50	2.00	17-01-13	15-01-16	CRISIL AA+	Secured	Refer Note Below
2192	1095	0.00	4.00	25-02-13	25-02-16	CRISIL AA+	Secured	Refer Note Below
2023	1827	10.50	250.00	22-11-11	22-11-16	CRISIL AA+	Secured	Refer Note Below
2078	1826	10.05	130.00	14-03-12	14-03-17	CRISIL AA+	Secured	Refer Note Below
2079	1826	10.05	150.00	14-03-12	14-03-17	CRISIL AA+	Secured	Refer Note Below
2181	1826	9.40	20.00	22-01-13	22-01-18	CRISIL AA+	Secured	Refer Note Below
270	2009	10.85	0.40	23-10-07	23-04-13	ICRA_CRISIL AA+	Unsecured	NA
274	2008	10.85	2.50	24-10-07	23-04-13	ICRA_CRISIL AA+	Unsecured	NA
266	2009	10.85	1.00	23-10-07	23-04-13	ICRA_CRISIL AA+	Unsecured	NA
260	2009	10.85	5.00	23-10-07	23-04-13	ICRA_CRISIL AA+	Unsecured	NA
1807	2557	9.50	50.00	30-08-10	30-08-17	ICRA_CRISIL AA+	Unsecured	NA
1804	2557	9.50	5.00	30-08-10	30-08-17	ICRA_CRISIL AA+	Unsecured	NA
1808	2557	9.50	5.00	30-08-10	30-08-17	ICRA_CRISIL AA+	Unsecured	NA
1809	2557	9.50	2.00	30-08-10	30-08-17	ICRA_CRISIL AA+	Unsecured	NA
1922	2397	10.70	5.00	31-05-11	22-12-17	ICRA_CRISIL AA+	Unsecured	NA
264	3835	11.10	10.00	23-10-07	23-04-18	ICRA_CRISIL AA+	Unsecured	NA
265	3835	11.10	1.80	23-10-07	23-04-18	ICRA_CRISIL AA+	Unsecured	NA
271	3835	11.10	1.10	23-10-07	23-04-18	ICRA_CRISIL AA+	Unsecured	NA
261	3835	11.10	1.20	23-10-07	23-04-18	ICRA_CRISIL AA+	Unsecured	NA



Debtenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
268	3835	11.10	0.80	23-10-07	23-04-18	ICRA_CRISIL AA+	Unsecured	NA
269	3835	11.10	1.00	23-10-07	23-04-18	ICRA_CRISIL AA+	Unsecured	NA
263	3835	11.10	1.50	23-10-07	23-04-18	ICRA_CRISIL AA+	Unsecured	NA
272	3835	11.10	1.00	23-10-07	23-04-18	ICRA_CRISIL AA+	Unsecured	NA
267	3835	11.10	0.70	23-10-07	23-04-18	ICRA_CRISIL AA+	Unsecured	NA
511	3834	10.00	2.00	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
519	3834	10.00	1.00	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
531	3834	10.00	1.00	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
522	3834	10.00	0.10	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
591	3809	10.00	0.40	03-03-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
512	3834	10.00	0.10	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
516	3834	10.00	0.30	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
514	3834	10.00	0.60	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
515	3834	10.00	0.10	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
498	3834	10.00	3.00	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
473	3834	10.00	0.50	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
552	3834	10.00	0.50	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
540	3834	10.00	0.40	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
583	3812	10.00	0.10	29-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
551	3834	10.00	0.20	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
550	3834	10.00	0.20	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
547	3834	10.00	0.10	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
549	3834	10.00	0.50	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
541	3834	10.00	1.00	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
497	3834	10.00	0.40	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
555	3822	10.00	0.50	19-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
495	3834	10.00	0.10	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA



Debt series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
521	3834	10.00	1.00	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
558	3822	10.00	0.30	19-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
513	3834	10.00	0.60	07-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
570	3812	10.00	0.60	29-02-08	07-08-18	ICRA_CRISIL AA+	Unsecured	NA
670	3836	10.40	0.40	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
663	3836	10.40	0.30	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
676	3836	10.40	5.00	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
692	3836	10.40	0.50	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
691	3836	10.40	0.50	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
719	3836	10.40	8.00	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
720	3836	10.40	0.70	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
661	3836	10.40	0.20	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
671	3836	10.40	0.20	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
666	3836	10.40	0.50	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
674	3836	10.40	1.00	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
668	3836	10.40	0.20	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
669	3836	10.40	0.10	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
660	3836	10.40	11.00	15-05-08	15-11-18	ICRA_CRISIL AA+	Unsecured	NA
784	3835	10.70	0.10	23-06-08	23-12-18	ICRA_CRISIL AA+	Unsecured	NA
785	3835	10.70	0.10	23-06-08	23-12-18	ICRA_CRISIL AA+	Unsecured	NA
777	3835	10.70	1.00	23-06-08	23-12-18	ICRA_CRISIL AA+	Unsecured	NA
775	3835	10.70	4.00	23-06-08	23-12-18	ICRA_CRISIL AA+	Unsecured	NA
787	3835	10.70	0.50	23-06-08	23-12-18	ICRA_CRISIL AA+	Unsecured	NA
767	3835	10.70	0.50	23-06-08	23-12-18	ICRA_CRISIL AA+	Unsecured	NA
786	3835	10.70	0.20	23-06-08	23-12-18	ICRA_CRISIL AA+	Unsecured	NA
760	3835	10.70	1.00	23-06-08	23-12-18	ICRA_CRISIL AA+	Unsecured	NA
779	3835	10.70	0.10	23-06-08	23-12-18	ICRA_CRISIL AA+	Unsecured	NA



Debenture series	Tenor	Coupon	Amount (₹ in crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
792	3835	11.00	3.00	30-06-08	30-12-18	ICRA_CRISIL AA+	Unsecured	NA
803	3821	11.00	0.10	14-07-08	30-12-18	ICRA_CRISIL AA+	Unsecured	NA
796	3821	11.00	0.40	14-07-08	30-12-18	ICRA_CRISIL AA+	Unsecured	NA
789	3835	11.00	0.50	30-06-08	30-12-18	ICRA_CRISIL AA+	Unsecured	NA
793	3835	11.00	0.40	30-06-08	30-12-18	ICRA_CRISIL AA+	Unsecured	NA
790	3835	11.00	5.00	30-06-08	30-12-18	ICRA_CRISIL AA+	Unsecured	NA
1672	3836	10.10	3.00	31-05-10	30-11-20	ICRA_CRISIL AA+	Unsecured	NA
1672	3836	10.10	2.00	31-05-10	30-11-20	ICRA_CRISIL AA+	Unsecured	NA
1673	3836	10.10	0.10	31-05-10	30-11-20	ICRA_CRISIL AA+	Unsecured	NA
1681	3807	10.10	3.00	29-06-10	30-11-20	ICRA_CRISIL AA+	Unsecured	NA
1701	3836	10.10	6.00	31-05-10	30-11-20	ICRA_CRISIL AA+	Unsecured	NA
1674	3836	10.10	10.00	31-05-10	30-11-20	ICRA_CRISIL AA+	Unsecured	NA
1698	3836	10.10	0.90	31-05-10	30-11-20	ICRA_CRISIL AA+	Unsecured	NA
1901	3682	10.50	150.00	25-03-11	23-04-21	ICRA_CRISIL AA+	Unsecured	NA
1930	3675	10.80	10.00	31-05-11	22-06-21	ICRA_CRISIL AA+	Unsecured	NA
1931	3675	10.80	1.00	31-05-11	22-06-21	ICRA_CRISIL AA+	Unsecured	NA
1925	3659	10.80	0.60	16-06-11	22-06-21	ICRA_CRISIL AA+	Unsecured	NA
1926	3659	10.80	0.40	16-06-11	22-06-21	ICRA_CRISIL AA+	Unsecured	NA
1933	3659	10.80	0.50	16-06-11	22-06-21	ICRA_CRISIL AA+	Unsecured	NA
1923	3675	10.80	5.00	31-05-11	22-06-21	ICRA_CRISIL AA+	Unsecured	NA
1928	3675	10.80	0.50	31-05-11	22-06-21	ICRA_CRISIL AA+	Unsecured	NA
1932	3675	10.80	0.60	31-05-11	22-06-21	ICRA_CRISIL AA+	Unsecured	NA
1953	3653	10.80	2.00	30-06-11	30-06-21	ICRA_CRISIL AA+	Unsecured	NA
1952	3653	10.80	10.00	30-06-11	30-06-21	ICRA_CRISIL AA+	Unsecured	NA
1949	3653	10.80	5.00	30-06-11	30-06-21	ICRA_CRISIL AA+	Unsecured	NA
1989	3653	11.00	50.00	23-09-11	23-09-21	ICRA_CRISIL AA+	Unsecured	NA
1990	3653	11.25	40.00	28-09-11	28-09-21	ICRA_CRISIL AA+	Unsecured	NA



Debtenture series	Tenor	Coupon	Amount (₹ In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2144	3650	10.40	25.00	25-09-12	23-09-22	ICRA_CRISIL AA+	Unsecured	NA
2177	3649	9.90	5.00	16-01-13	13-01-23	ICRA_CRISIL AA+	Unsecured	NA
2175	3650	9.90	10.00	15-01-13	13-01-23	ICRA_CRISIL AA+	Unsecured	NA
2176	3650	9.90	10.00	15-01-13	13-01-23	ICRA_CRISIL AA+	Unsecured	NA
2164	3835	10.50	40.00	21-12-12	22-Jun-23	ICRA_CRISIL AA+	Unsecured	NA
Nifty Series - 13	1203	Linked to CNX Nifty	4.45	07-01-10	24-Apr-13	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 14	1186	Linked to CNX Nifty	2.10	25-01-10	25-Apr-13	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 15	1186	Linked to CNX Nifty	12.30	22-01-10	22-Apr-13	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 19	1218	Linked to CNX Nifty	10.00	29-07-10	28-Nov-13	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 23	1218	Linked to CNX Nifty	87.80	15-10-10	14-Feb-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 24	1187	Linked to CNX Nifty	1.15	15-11-10	14-Feb-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 25	1215	Linked to CNX Nifty	57.30	15-11-10	14-Mar-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 26	1215	Linked to CNX Nifty	11.40	06-12-10	4-Apr-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 28	1186	Linked to CNX Nifty	6.10	21-01-11	21-Apr-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 30	1187	Linked to CNX Nifty	4.10	09-05-11	8-Aug-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 31	1187	Linked to CNX Nifty	8.90	13-06-11	12-Sep-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 32	761	Linked to CNX Nifty	4.50	16-06-11	16-Jul-13	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 33	1188	Linked to CNX Nifty	8.65	22-06-11	22-Sep-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 34	1188	Linked to CNX Nifty	3.90	22-07-11	22-Oct-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 36	1188	Linked to CNX Nifty	5.90	26-08-11	26-Nov-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 39	1189	Linked to CNX Nifty	5.00	04-10-11	5-Jan-15	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 40	823	Linked to CNX Nifty	9.40	21-10-11	21-Jan-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 41	1219	Linked to CNX Nifty	7.80	25-10-11	25-Feb-15	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 42	822	Linked to CNX Nifty	3.20	25-10-11	24-Jan-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 43	822	Linked to CNX Nifty	4.35	29-05-12	29-Aug-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 44	820	Linked to CNX Nifty	2.35	28-06-12	26-Sep-14	CRISIL AA+r	Secured	Refer Note Below
Nifty Series - 45	1187	Linked to CNX Nifty	9.90	24-08-12	24-Nov-15	CRISIL AA+r	Secured	Refer Note Below



Debenture series	Tenor	Coupon	Amount (₹ In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
Nifty Series - 46	1231	Linked to CNX Nifty	4.26	31-10-12	15-Mar-16	CRISIL AA+tr	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).

iv. LIST OF TOP 10 DEBENTURE HOLDERS (as on March 31, 2013)

Sr. No.	Name of NCD Holders	Amount (₹ In Crores)
1	Life Insurance Corporation Of India	580.00
2	Kotak Mahindra Bank Ltd Kmbl Treasury Account	395.00
3	Hdfc Bank	250.00
4	Icici Prudential Life Ins. Co. Ltd	225.00
5	Kotak Mahindra Trustee Company Ltd. A/C Kotak Floater Long Term Scheme	175.00
6	Bank Of India	150.00
7	Indusind Bank	150.00
8	Dsp Blackrock Liquidity Fund	145.00
9	Citicorp Investment Bank (Singapore) Limited	125.00
10	Jpmorgan India Fixed Maturity Plan - Series 12	125.00

v. THE AMOUNT OF CORPORATE GUARANTEE ISSUED:

None



vi. DETAILS OF COMMERCIAL PAPER:

Maturity date	Maturity Value (₹ In crs)
03-04-13	12
05-04-13	100
12-04-13	75
18-04-13	97.25
19-04-13	50
26-04-13	25
29-04-13	100
08-05-13	10
20-05-13	50
21-05-13	75
22-05-13	15
11-06-13	8
26-06-13	37
02-07-13	25
10-07-13	50
19-07-13	10
23-07-13	50
26-07-13	30
02-08-13	31.35
13-08-13	203
23-08-13	20
29-08-13	100
30-08-13	150
10-09-13	10
25-09-13	40
26-09-13	25
04-10-13	50
08-10-13	50
24-10-13	50
29-10-13	50
30-10-13	5.25
22-11-13	225
26-11-13	25
03-12-13	30
05-12-13	35
30-12-13	25
16-01-14	50
17-01-14	5
22-01-14	19
05-02-14	29
20-02-14	50
24-02-14	27.4
26-02-14	10
28-02-14	25
13-03-14	15



- vii. DETAILS OF REST OF THE BORROWING (hybrid debt like FCCB, Optionally Convertible Debentures) as on March 31, 2013:

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, 2013:

Date of Issue	Number of Securities	ISIN Number	Face Value	Effective Value per security	Premium / Discount per security	Aggregate Premium/ Discount
26-03-13	240	INE916D14PK3	500,000.00	499,059.50	940.50	225,720.00
09-10-12	1000	INE916D14NG6	500,000.00	478,195.50	21,804.50	21,804,500.00
11-10-12	1000	INE916D14NG6	500,000.00	478,540.50	21,459.50	21,459,500.00
13-02-13	1500	INE916D14OX9	500,000.00	492,487.00	7,513.00	11,269,500.00
12-10-12	1000	INE916D14NI2	500,000.00	477,028.00	22,972.00	22,972,000.00
11-03-13	445	INE916D14OY7	500,000.00	495,001.00	4,999.00	2,224,555.00
18-02-13	500	INE916D14OY7	500,000.00	492,164.00	7,836.00	3,918,000.00
18-02-13	1000	INE916D14OY7	500,000.00	492,124.50	7,875.50	7,875,500.00
27-02-13	500	INE916D14PD8	500,000.00	492,179.00	7,821.00	3,910,500.00
21-02-13	2000	INE916D14OZ4	500,000.00	490,987.50	9,012.50	18,025,000.00
08-06-12	109	INE916D14LE5	500,000.00	457,315.50	42,684.50	4,652,610.00
08-06-12	91	INE916D14LE5	500,000.00	457,315.51	42,684.49	3,884,289.00
21-05-12	1000	INE916D14KX7	500,000.00	452,402.50	47,597.50	47,597,500.00
22-05-12	1500	INE916D14KY5	500,000.00	452,280.00	47,720.00	71,580,000.00
23-05-12	300	INE916D14KZ2	500,000.00	452,361.50	47,638.50	14,291,550.00
12-06-12	160	INE916D14LF2	500,000.00	453,015.50	46,984.50	7,517,520.00
29-06-12	740	INE916D14LR7	500,000.00	454,475.50	45,524.50	33,688,130.00



Date of Issue	Number of Securities	ISIN Number	Face Value	Effective Value per security	Premium / Discount per security	Aggregate Premium/ Discount
03-01-13	500	INE916D14OK6	500,000.00	477,736.00	22,264.00	11,132,000.00
18-10-12	1000	INE916D14NJ0	500,000.00	468,152.00	31,848.00	31,848,000.00
19-07-12	100	INE916D14LV9	500,000.00	455,166.00	44,834.00	4,483,400.00
19-07-12	100	INE916D14LV9	500,000.00	455,166.00	44,834.00	4,483,400.00
24-01-13	1000	INE916D14OS9	500,000.00	477,623.50	22,376.50	22,376,500.00
20-11-12	600	INE916D14NS1	500,000.00	470,133.00	29,867.00	17,920,200.00
06-02-13	627	INE916D14OU5	500,000.00	477,980.00	22,020.00	13,806,540.00
14-08-12	2060	INE916D14MD5	500,000.00	455,692.00	44,308.00	91,274,480.00
16-08-12	2000	INE916D14MD5	500,000.00	455,914.00	44,086.00	88,172,000.00
26-11-12	400	INE916D14NX1	500,000.00	467,493.00	32,507.00	13,002,800.00
28-03-13	2000	INE916D14PJ5	500,000.00	480,731.00	19,269.00	38,538,000.00
06-02-13	3000	INE916D14OV3	500,000.00	474,420.50	25,579.50	76,738,500.00
13-03-13	200	INE916D14PE6	500,000.00	476,760.00	23,240.00	4,648,000.00
25-09-12	800	INE916D14MX3	500,000.00	454,959.00	45,041.00	36,032,800.00
28-09-12	500	INE916D14ND3	500,000.00	456,092.00	43,908.00	21,954,000.00
05-10-12	1000	INE916D14NE1	500,000.00	456,729.50	43,270.50	43,270,500.00
08-10-12	1000	INE916D14NF8	500,000.00	456,621.00	43,379.00	43,379,000.00
25-10-12	1000	INE916D14NL6	500,000.00	456,106.50	43,893.50	43,893,500.00
01-11-12	1000	INE916D14NO0	500,000.00	457,776.50	42,223.50	42,223,500.00
01-11-12	105	INE916D14NM4	500,000.00	458,087.00	41,913.00	4,400,865.00
27-11-12	500	INE916D14NV5	500,000.00	457,577.00	42,423.00	21,211,500.00
23-11-12	2000	INE916D14NV5	500,000.00	457,146.00	42,854.00	85,708,000.00
23-11-12	2000	INE916D14NV5	500,000.00	457,146.00	42,854.00	85,708,000.00
27-11-12	500	INE916D14NY9	500,000.00	457,146.00	42,854.00	21,427,000.00
04-12-12	600	INE916D14OA7	500,000.00	456,979.50	43,020.50	25,812,300.00
06-12-12	700	INE916D14OC3	500,000.00	456,979.50	43,020.50	30,114,350.00
31-12-12	500	INE916D14OJ8	500,000.00	456,729.50	43,270.50	21,635,250.00





Date of Issue	Number of Securities	ISIN Number	Face Value	Effective Value per security	Premium / Discount per security	Aggregate Premium/ Discount
14-12-11	58	INE916D070Q1	1,000,000.00	866,534.00	133,466.00	7,741,028.00
21-12-11	441	INE916D076Q8	1,000,000.00	869,329.00	130,671.00	57,625,911.00
27-12-11	120	INE916D070R9	1,000,000.00	869,068.00	130,932.00	15,711,840.00
10-04-12	33	INE916D076U0	1,000,000.00	893,131.00	106,869.00	3,526,677.00
26-12-11	210	INE916D078Q4	1,000,000.00	866,534.00	133,466.00	28,027,860.00
28-12-11	47	INE916D071R7	1,000,000.00	867,694.00	132,306.00	6,218,382.00
29-12-11	86	INE916D074R1	1,000,000.00	867,714.00	132,286.00	11,376,596.00
05-01-12	100	INE916D076R6	1,000,000.00	869,933.00	130,067.00	13,006,700.00
26-12-11	120	INE916D079Q2	1,000,000.00	864,562.00	135,438.00	16,252,560.00
19-07-11	250	INE916D077K9	1,000,000.00	823,429.00	176,571.00	44,142,750.00
20-01-12	172	INE916D071S5	1,000,000.00	869,567.00	130,433.00	22,434,476.00
27-01-12	52	INE916D075S6	1,000,000.00	871,494.00	128,506.00	6,682,312.00
29-12-11	60	INE916D073R3	1,000,000.00	862,991.00	137,009.00	8,220,540.00
20-01-12	50	INE916D072S3	1,000,000.00	867,987.00	132,013.00	6,600,650.00
19-04-12	72	INE916D075V0	1,000,000.00	886,542.00	113,458.00	8,168,976.00
11-08-11	80	INE916D075L1	1,000,000.00	828,918.00	171,082.00	13,686,560.00
22-02-12	46	INE916D074T7	1,000,000.00	870,462.00	129,538.00	5,958,748.00
24-02-12	135	INE916D075T4	1,000,000.00	869,791.00	130,209.00	17,578,215.00
14-02-12	461	INE916D071T3	1,000,000.00	864,495.00	135,505.00	62,467,805.00
14-02-12	479	INE916D071T3	1,000,000.00	864,495.00	135,505.00	64,906,895.00
14-02-12	90	INE916D071T3	1,000,000.00	864,495.00	135,505.00	12,195,450.00
14-02-12	250	INE916D071T3	1,000,000.00	864,495.00	135,505.00	33,876,250.00
08-09-11	155	INE916D078L5	1,000,000.00	823,668.00	176,332.00	27,331,460.00
23-12-11	295	INE916D077Q6	1,000,000.00	846,774.00	153,226.00	45,201,670.00
28-09-11	470	INE916D077M5	1,000,000.00	824,714.00	175,286.00	82,384,420.00
25-10-11	230	INE916D071O4	1,000,000.00	820,326.00	179,674.00	41,325,020.00
22-11-11	240	INE916D079O7	1,000,000.00	822,619.00	177,381.00	42,571,440.00
17-11-11	300	INE916D076O3	1,000,000.00	819,220.00	180,780.00	54,234,000.00



Date of Issue	Number of Securities	ISIN Number	Face Value	Effective Value per security	Premium / Discount per security	Aggregate Premium/ Discount
01-12-11	60	INE916D073P7	1,000,000.00	822,178.00	177,822.00	10,669,320.00
02-12-11	128	INE916D076P0	1,000,000.00	821,885.00	178,115.00	22,798,720.00
01-12-11	150	INE916D074P5	1,000,000.00	821,224.00	178,776.00	26,816,400.00
12-12-11	85	INE916D077P8	1,000,000.00	825,381.00	174,619.00	14,842,615.00
15-12-11	87	INE916D072Q7	1,000,000.00	825,046.00	174,954.00	15,220,998.00
16-12-11	150	INE916D073Q5	1,000,000.00	822,573.00	177,427.00	26,614,050.00
21-12-11	159	INE916D075Q0	1,000,000.00	826,553.00	173,447.00	27,578,073.00
03-02-12	133	INE916D077S2	1,000,000.00	830,004.00	169,996.00	22,609,468.00
22-02-12	82	INE916D073T9	1,000,000.00	829,258.00	170,742.00	14,000,844.00
18-04-12	300	INE916D073V5	1,000,000.00	834,158.00	165,842.00	49,752,600.00
18-04-12	300	INE916D073V5	1,000,000.00	834,158.00	165,842.00	49,752,600.00
18-04-12	600	INE916D073V5	1,000,000.00	834,158.00	165,842.00	99,505,200.00
19-04-12	50	INE916D074V3	1,000,000.00	834,158.00	165,842.00	8,292,100.00
19-04-12	850	INE916D074V3	1,000,000.00	834,158.00	165,842.00	140,965,700.00
19-04-12	300	INE916D074V3	1,000,000.00	834,158.00	165,842.00	49,752,600.00
11-02-13	1100	INE916DA7170	1,000,000.00	901,491.00	98,509.00	108,359,900.00
21-03-12	170	INE916D073U7	1,000,000.00	824,408.00	175,592.00	29,850,640.00
08-03-13	330	INE916DA7311	1,000,000.00	906,028.00	93,972.00	31,010,760.00
06-03-13	430	INE916DA7295	1,000,000.00	904,682.00	95,318.00	40,986,740.00
18-02-13	1055	INE916DA7196	1,000,000.00	899,852.00	100,148.00	105,656,140.00
21-03-12	268	INE916D072U9	1,000,000.00	823,338.00	176,662.00	47,345,416.00
18-02-13	122	INE916DA7204	1,000,000.00	900,783.00	99,217.00	12,104,474.00
26-02-13	450	INE916DA7246	1,000,000.00	901,459.00	98,541.00	44,343,450.00
14-03-13	220	INE916DA7337	1,000,000.00	907,933.00	92,067.00	20,254,740.00
22-03-13	21	INE916DA7345	1,000,000.00	910,466.00	89,534.00	1,880,214.00
12-03-13	910	INE916DA7329	1,000,000.00	904,200.00	95,800.00	87,178,000.00
14-01-13	280	INE916DA7097	1,000,000.00	892,589.00	107,411.00	30,075,080.00
25-02-13	431	INE916DA7238	1,000,000.00	899,623.00	100,377.00	43,262,487.00



Date of Issue	Number of Securities	ISIN Number	Face Value	Effective Value per security	Premium / Discount per security	Aggregate Premium/ Discount
06-03-13	425	INE916DA7303	1,000,000.00	901,689.00	98,311.00	41,782,175.00
25-02-13	250	INE916DA7212	1,000,000.00	899,394.00	100,606.00	25,151,500.00
24-01-13	223	INE916DA7154	1,000,000.00	894,270.00	105,730.00	23,577,790.00
17-01-12	435	INE916D079R0	1,000,000.00	806,021.00	193,979.00	84,380,865.00
02-01-13	300	INE916DA7048	1,000,000.00	886,211.00	113,789.00	34,136,700.00
21-03-12	135	INE916D071U1	1,000,000.00	818,857.00	181,143.00	24,454,305.00
18-01-13	140	INE916DA7113	1,000,000.00	890,893.00	109,107.00	15,274,980.00
08-02-12	198	INE916D079S8	1,000,000.00	809,520.00	190,480.00	37,715,040.00
15-02-13	112	INE916DA7188	1,000,000.00	893,194.00	106,806.00	11,962,272.00
28-03-13	200	INE916DA7360	1,000,000.00	904,163.00	95,837.00	19,167,400.00
20-12-12	250	INE916D079Z3	1,000,000.00	875,533.00	124,467.00	31,116,750.00
04-01-13	1250	INE916DA7063	1,000,000.00	877,019.00	122,981.00	153,726,250.00
28-01-13	770	INE916DA7162	1,000,000.00	884,420.00	115,580.00	88,996,600.00
21-12-12	313	INE916D073E1	1,000,000.00	872,195.00	127,805.00	40,002,965.00
23-01-13	220	INE916DA7139	1,000,000.00	883,115.00	116,885.00	25,714,700.00
26-12-12	172	INE916DA7014	1,000,000.00	870,642.00	129,358.00	22,249,576.00
14-01-13	353	INE916DA7089	1,000,000.00	876,098.00	123,902.00	43,737,406.00
08-01-13	48	INE916DA7071	1,000,000.00	874,139.00	125,861.00	6,041,328.00
17-01-12	430	INE916D070S7	1,000,000.00	789,886.00	210,114.00	90,349,020.00
13-07-12	60	INE916D075X6	1,000,000.00	823,979.00	176,021.00	10,561,260.00
24-01-13	250	INE916DA7147	1,000,000.00	876,186.00	123,814.00	30,953,500.00
19-07-12	150	INE916D077X2	1,000,000.00	823,311.00	176,689.00	26,503,350.00
25-10-11	340	INE916D079N9	1,000,000.00	739,949.00	260,051.00	88,417,340.00
18-11-11	820	INE916D077O1	1,000,000.00	743,585.00	256,415.00	210,260,300.00
25-11-11	221	INE916D071P1	1,000,000.00	743,785.00	256,215.00	56,623,515.00
13-01-12	175	INE916D078R2	1,000,000.00	758,020.00	241,980.00	42,346,500.00
20-12-11	160	INE916D074Q3	1,000,000.00	750,060.00	249,940.00	39,990,400.00
30-12-11	200	INE916D075R8	1,000,000.00	751,725.00	248,275.00	49,655,000.00



Date of Issue	Number of Securities	ISIN Number	Face Value	Effective Value per security	Premium / Discount per security	Aggregate Premium/ Discount
13-01-12	110	INE916D077R4	1,000,000.00	752,705.00	247,295.00	27,202,450.00
28-02-13	59	INE916DA7253	1,000,000.00	839,958.00	160,042.00	9,442,478.00
23-01-12	350	INE916D074S9	1,000,000.00	753,427.00	246,573.00	86,300,550.00
06-02-12	133	INE916D078S0	1,000,000.00	755,815.00	244,185.00	32,476,605.00
21-02-12	60	INE916D072T1	1,000,000.00	756,536.00	243,464.00	14,607,840.00
05-03-13	50	INE916DA7287	1,000,000.00	833,201.00	166,799.00	8,339,950.00
06-03-12	319	INE916D078T8	1,000,000.00	752,117.00	247,883.00	79,074,677.00
05-03-12	132	INE916D077T0	1,000,000.00	752,145.00	247,855.00	32,716,860.00
09-03-12	182	INE916D079T6	1,000,000.00	751,725.00	248,275.00	45,186,050.00
10-04-12	350	INE916D075U2	1,000,000.00	753,279.00	246,721.00	86,352,350.00
12-04-12	330	INE916D077U8	1,000,000.00	752,262.00	247,738.00	81,753,540.00
22-03-12	130	INE916D074U5	1,000,000.00	749,413.00	250,587.00	32,576,310.00
13-04-12	690	INE916D079U4	1,000,000.00	750,882.00	249,118.00	171,891,420.00
18-10-12	128	INE916D075Z1	1,000,000.00	787,434.00	212,566.00	27,208,448.00
18-10-12	529	INE916D076Z9	1,000,000.00	753,757.00	246,243.00	130,262,547.00
25-02-13	40	INE916DA7220	1,000,000.00	760,611.00	239,389.00	9,575,560.00

The Issuer has issued the following securities at a premium as at March 31, 2013:

Nil.



h. DETAILS OF PROMOTERS OF THE COMPANY:

i. DETAILS OF PROMOTER HOLDING IN THE COMPANY AS ON MARCH 31, 2013:

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		51%	-	-
2	Kotak Securities Limited	17,12,600	12,24,400	49%	-	-
		34,95,200				

i. 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>

j. LATEST AUDITED/ LIMITED REVIEW HALF YEARLY FINANCIAL INFORMATION:

Kotak Mahindra Prime Limited

Balance Sheet as at March 31, 2013

Particulars		As at 31 March, 2013	As at 31 March, 2012
		₹ in lakhs	₹ in lakhs
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	449.52	449.52
	(b) Reserves and surplus	2,34,842.26	1,91,784.00
		2,35,291.78	1,92,233.52
2	Non-current liabilities		
	(a) Long-term borrowings	5,97,139.51	6,09,386.87
	(b) Other long-term liabilities	5,992.68	4,281.75
	(c) Long-term provisions	2,336.42	1,773.40
		6,05,468.61	6,15,442.02
3	Current liabilities		
	(a) Short-term borrowings	4,78,695.58	2,84,280.47
	(b) Trade payables	29,276.47	24,638.12
	(c) Other current liabilities	5,20,240.33	4,08,541.58
	(d) Short-term provisions	6,623.58	2,405.66
		10,34,835.96	7,19,865.83
	TOTAL	18,75,596.35	15,27,541.37



	Particulars	As at 31 March, 2013	As at 31 March, 2012
		₹ in lakhs	₹ in lakhs
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets		
	(i) Tangible assets	2,906.63	2,795.06
	(ii) Intangible assets	-	0.83
	(b) Non-current investments	29,310.73	10,048.88
	(c) Deferred tax assets (net)	2,627.07	1,942.09
	(d) Long-term loans and advances	7,74,886.32	5,95,497.13
	(e) Other non-current assets	7,703.58	12,172.29
		8,17,434.33	6,22,456.28
2	Current assets		
	(a) Current investments	87,148.84	65,185.07
	(b) Trade receivables	405.38	258.19
	(c) Cash and bank balances	19,863.19	79,390.43
	(d) Short-term loans and advances	9,31,191.46	7,44,681.28
	(e) Other current assets	19,553.15	15,570.12
		10,58,162.02	9,05,085.09
	TOTAL	18,75,596.35	15,27,541.37



Statement of Profit and Loss for the year ended March 31, 2013

Particulars		For the year ended March 31, 2013	For the year ended March 31, 2012
		₹ in lakhs	₹ in lakhs
1	Revenue	225872.92	181862.64
2	Expenses		
	(a) Employee benefits expense	4995.64	4513.72
	(b) Finance costs	134534.3	100252.11
	(c) Depreciation and amortisation expense	266.72	187.99
	(d) Other expenses	21975.16	19874.98
	Total expenses	161771.82	124828.8
3	Profit before tax	64101.1	57033.84
4	Tax expense:		
	(a) Current tax expense for current year	21700	16610
	(b) Current tax provision in respect of prior years written back (Net)	16.12	(-44.98)
	(c) Net current tax expense	21716.12	16565.02
	(d) Deferred tax charge / (credit)	(-684.98)	1981.24
		21031.14	18546.26
5	Profit for the year	43069.96	38487.58

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 ₹ 15000 Crores to be issued in various tranches on Private Placement basis.

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 February 7, 2013

Please refer Annexure II: CRISIL Rating Letter dated June 26, 2013

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 January 17, 2013 has granted in-principle approval (Refer: Annexure III) 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 ₹ 5000 crores .

q. OTHER DETAILS:

i. Creation of Debenture Redemption Reserve (DRR) as stipulated in the Debenture Trust Deed/Companies Act, 1956/SEBI Guidelines:

Creation of DRR has been made mandatory for any company making a public/rights issue of debentures. As per General Circular No. 9/2002 dated April 18, 2002 issued by the Ministry of Corporate Affairs clarifying the applicability of the section 117C. The Circular provides that for Non- Banking Financial Companies (NBFC's) registered with RBI under Section 45-IA of the RBI Act, no DRR is required to be created in case of privately placed debentures. Kotak Mahindra Prime Ltd (KMP) has issued debentures on a private placement basis, thus creation of DRR is not applicable to these issues by KMP.

ii. Issue/instrument specific regulations:

The Board of Directors, at its meeting held on July 15, 2013, reiterates and reconfirms the resolution passed by the Board in the meeting held on December 13, 2012 with regards to the issuance of private placement of Debentures including Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ('Bonds')(Tier II capital) and/or Nifty-Linked Non-Convertible Debentures on a private placement basis in one or more tranches and/or series upto an amount not exceeding ₹ 30,000 crore.

The overall outstanding debt of the Company shall not exceed ₹ 17,000 crore or such other amount as may be determined by the Board from time to time.

The Debentures being offered are being issued on private placement basis and shall be subject, inter alia, to the terms of this Shelf Disclosure Document, Term Sheet, the application form, the Memorandum and Articles of Association of the Company and the provisions of the Companies Act, 1956 as applicable to issuance on private placement basis.

The Debentures are proposed to be listed on the Bombay Stock Exchange Limited (BSE) and issuance shall comply with SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as applicable in respect of listing of



debt securities issued on private placement basis on recognized stock exchanges and listing agreement applicable thereto.

Names and Designations of the officials authorized to issue the offer document (any one of the following):

Mr. Uday Kotak, Chairman
Mr. Dipak Gupta, Director
Ms. Shanti Ekambaram, Director
Mr. Arvind Kathpalia, Director
Mr. Jaimin Bhatt, Director
Mr. Mohan Shenoi, Director
Mr. K.V.S. Manian, Director
Mr. Sumit Bali, Director
Mr. Vyomesh Kapasi, Chief Executive Officer
Mr. Harish Shah, Company Secretary
Ms. Suman Sidana, Treasury Head
Mr. Shabrukh Todiwala, New Car Business Head
Mr. Jason Dalgado, Head – Treasury Front Office & Tr. Operations
Mr. Amit Mohan, Head – Manufacturer Relationships, Customer Service & marketing
Mr. Ravi Chugh, Vice President

In addition, the Debentures shall be subject to such other terms and conditions to be incorporated in the Debenture Trust Deed / Debenture Certificates / Letter of Allotment, if issued in physical form and to the extent applicable, the provisions of the Depositories Act 1996, the relevant statutory guidelines and regulations for allotment and listing of securities issued from time to time by the Government of India, SEBI, BSE and the listing agreement (for debt securities) with BSE. Also, the Company may, without being obliged to, purchase Debentures, which may or may not be cancelled and reissued or resold.

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:

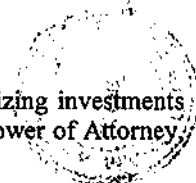
To carry on, in India or elsewhere, the business of retail financing retail leasing (financing and operating leases) fleet leasing (financing and operating leases), dealer inventory financing, dealer capital financing, dealer equipment financing, dealer real estate financing, factoring of dealer receivables,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

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 / Re-Issue of Debentures / Cancellation of Debentures

The Company will have a right to purchase / re-issue debentures / cancel debentures issued under the Schedule. This would be as per the prevailing guidelines / regulations applicable from time to time under / as per the Companies Act 1956, RBI or SEBI and / or any other authority and as per the mutual terms and conditions of the issue.

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

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.

SECTION B:**a. SUMMARY TERM SHEET DETAILING BRIEF INFORMATION PERTAINING TO THE TERMS OF THE ISSUE**

Please refer Term Sheet dated July 15, 2013 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.

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 on maturity to the registered Debenture holders whose name appears in the Register of Debenture holders on the record date. 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-principale approval for listing of Bonds;
8. Listing Agreement with BSE;
9. Letter appointing Arrangers to an Issue.

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;
- e) 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.

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 IRDA 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

Modification of Rights:

The rights, privileges, terms and conditions attached to all Debentures may be varied, modified or abrogated with the consent, in writing, of those holders of the Debentures who hold at least three-fourths of the outstanding amount of Debentures or with the sanction accorded pursuant to a resolution passed at a meeting of the Debenture holders, carried by a majority consisting of not less than three-fourths of the persons voting there upon a show of hands or if a poll is demanded, by a majority representing not less than three-fourths in value of the votes cast on such poll, provided that nothing in such consent or resolution shall be operative against the Issuer if the same are not accepted in writing by the Issuer.

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.

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

S.No	Particulars	
1.	Security Name	Kotak Mahindra Prime Ltd 9.3858%NCD June 24, 2015
2.	Issuer	Kotak Mahindra Prime Ltd.
3.	Type of Instrument	Secured, Redeemable, Non Convertible Debentures
4.	Nature of Instrument	Secured
5.	Seniority	Senior
6.	Mode of Issue	Private Placement
7.	Eligible Investors	For details kindly refer Shelf Disclosure Document to be listed on BSE on page no. 42
8.	Listing	Proposed to be listed on Bombay Stock Exchange Ltd. within 20 days from the date of allotment.
9.	Rating of The instrument	CRISIL AA+ /Stable
10.	Issue Size	184 Nos
11.	Option to retain oversubscription (Amount)	N.A.
12.	Objects of the Issue	For details kindly refer Shelf Disclosure Document to be listed on BSE on page no. 42
13.	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.
14.	Coupon Rate payable on the nominal value of the issue	9.3858%
15.	Step Up/Step Down Coupon Rate	N.A.
16.	Coupon Payment Frequency	On Maturity, compounded annually
17.	First Interest Payment date (scheduled date)	June 24, 2015



S.No	Particulars	
18.	Final Interest Payment date (scheduled date)	June 24, 2015
19.	Coupon Type	Fixed
20.	Coupon Reset Process (incl rates, spread, effective date, interest rate cap and floor etc)	N.A.
21.	Day Count Basis	Actual/Actual (Refer Note 2)
22.	Interest on Application Money	N.A.
23.	Default Interest Rate	2% p.a. over the coupon rate for the defaulting period.
24.	Face Value (Nominal Value) per Debenture	Rs.10,00,000/-
25.	Paid up value of security (per security as of date)	Rs.10,00,000/-
26.	Total nominal value	Rs. 18,40,00,000/- (Rupees Eighteen Crores Forty Lacs Only)
27.	Total paid up value	Rs. 18,40,00,000/- (Rupees Eighteen Crores Forty Lacs Only)
28.	Issue Price per Debenture	Rs.10,00,000/-
29.	Discount at which security is issued and the effective yield as a result of such discount	N.A
30.	Tenure	705 days
31.	Redemption Date	June 24, 2015
32.	Redemption Amount (Principal + Interest)	Rs. 21,88,66,770/- (Rupees Twenty One Crores Eighty Eight Lacs Sixty Six Thousand Seven Hundred Seventy Only)
33.	Redemption Premium/Discount	Not Applicable
34.	Put Option & Call Option Date	N.A.
35.	Put / Call option Time	N.A.
36.	Put /Call option Price	N.A.
37.	Minimum Application and in multiples of Debt Securities thereafter	3 debentures and 1 debenture thereafter
38.	Issue Opening	July 15, 2013
39.	Issue Closing	July 19, 2013
40.	Subscription Date	July 19, 2013 (Refer Note 1)
41.	Actual / Deemed date of allotment	July 19, 2013
42.	Issuance mode of the Instrument	Demat only
43.	Trading mode of The Instrument	Demat only
44.	Settlement mode of the Instrument	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE
45.	Depository	NSDL / CDSL
46.	Business Day Convention	Refer Note 3
47.	Security	Refer note 4
48.	Asset Cover Ratio	The Company shall maintain the asset cover of 1.00 times during the tenure of the Debentures ("Asset Cover Ratio").
49.	Events of Default	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE
50.	Provisions related to Cross Default Clause	N.A.
51.	Transaction Documents	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE
52.	Condition Precedent to Disbursements	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE
53.	Condition subsequent to Disbursements	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE



S.No	Particulars	
54.	Record Date	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE
55.	Role and responsibility of Debenture Trustee	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE
56.	Governing Law and Jurisdiction	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE
57.	Trustee	IDBI Trusteeship Services Limited

Notes:

- Application money, if any, once received by the company cannot be withdrawn by the Applicant.
- 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).
- Payment convention to be "Following Business Day" - i.e. any payment i.e. interest payment & final Redemption falling on holiday i.e. Saturday / Sunday or on a bank holiday or no high value / RTGS / ECS clearing, will be due for payment on the next working day.
- The Debenture shall be secured by way of first pari-passu charge in terms of the registered Debenture Trust Deed dated January 7, 2013 on:-
 - 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
 - Mortgage of Moveable Properties:
 - the receivables (including interest) of the Company arising out of loan, lease and hire purchase transactions, outstanding as on a date,
 - other book debts;
 - such other current assets as may be identified by the Company from time to time and accepted by the Debenture Trustee; and
 - Investments;
- 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.
- Delay in Listing: In case of delay in listing of the debt securities 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.
- 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.
- Redemption / interest proceeds shall be payable at par at Mumbai on due date.
- 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.
- 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.

C. MATERIAL CONTRACTS AND AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS:

- Supplemental Agreement dated June 29, 2012 for revision in remuneration of Mr. Vyomesh Kapasi as a Manager of the company with effect from April 1, 2012.
- 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.

Signed for and on behalf of Kotak Mahindra Prime Limited.



**Jason Dalgado
Senior Vice President**

Date: July 15, 2013

Place: Mumbai



Annexure I



Rating Rationale

February 07, 2013
Mumbai

Kotak Mahindra Prime Limited

'CRISIL AA+/Stable' assigned to debt issues

Total Bank Loan Facilities Rated	Rs.116.13 Billion (Enhanced from Rs.96.13 Billion)
Long-Term Rating	CRISIL AA+/Stable (Reaffirmed)
Short-Term Rating	CRISIL A1+ (Reaffirmed)

(Refer to Annexure 1 for details on facilities)

Rs.10.0 Billion Non-Convertible Debenture Issue	CRISIL AA+/Stable (Assigned)
Rs.2.0 Billion Subordinated Debt Issue	CRISIL AA+/Stable (Assigned)
Rs.97.73 Billion Non-Convertible Debentures	CRISIL AA+/Stable (Reaffirmed)
Subordinated Debt Aggregating Rs.6.0 Billion	CRISIL AA+/Stable (Reaffirmed)
Rs.7.09 Billion Nifty-Linked Debentures	CRISIL PP-MLD AA+r/Stable (Reaffirmed)
Rs.58 Billion Short-Term Debt*	CRISIL A1+ (Reaffirmed)

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

CRISIL has assigned its 'CRISIL AA+/Stable' rating to the Rs.10.0-billion non-convertible debenture issue and the Rs.2.0-billion subordinated debt issue of Kotak Mahindra Prime Ltd (KMPL; part of the Kotak group), and has reaffirmed its ratings on KMPL's other outstanding debt instruments and bank facilities at 'CRISIL AA+/CRISIL PP-MLD AA+r/Stable/CRISIL A1+'. CRISIL's ratings on KMPL's debt instruments continue to reflect the Kotak group's strong capitalisation and diversified business profile, which supports the group's comfortable earnings profile and healthy asset quality. These rating strengths are partially offset by the Kotak group's average resource profile and moderate albeit increasing, scale of lending operations.

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 AA+/FAAA/Stable/CRISIL A1+'), and KMBL's other major subsidiaries. This is because these entities, collectively referred to herein as the Kotak group, have a common senior management team, and significant business and operational linkages with each other.

The Kotak group continues to have a strong capital position, with a high Tier-I and overall capital adequacy ratio (CAR) of 16.5 per cent and 17.9 per cent respectively, as well as a sizeable absolute net worth of Rs.129 billion, as on March 31, 2012. CRISIL believes that the Kotak group's capitalisation will be supported by steady internal accruals and will remain strong enough to sustain the group's growth over the medium term. KMPL also continues to be well capitalised, with a net worth of Rs.22.3 billion, a Tier-I CAR of 12.1 per cent, and an overall CAR of 15.8 per cent, as on December 31, 2012 (Tier-I and overall CAR of 12.3 per cent and 16.3 per cent respectively as on March 31, 2012); flexibility for additional capital infusion is high, given the strong capitalisation of the Kotak group.

The Kotak group has healthy asset quality, owing to stringent underwriting standards, strong risk management systems and processes, and rigorous collection measures. The group's asset quality is also supported by diversification in its consolidated lending book, with a higher proportion of corporate working capital loans and secured retail advances. KMPL has maintained strong asset quality in its automobile (auto) finance business; the gross non-performing asset (NPA) level in KMPL's auto portfolio, on 90+ days-past-due (dpd) basis, was 0.63 per cent as on December 31, 2012 (0.53 per cent as on March 31, 2012). CRISIL believes that KMPL's robust risk management systems and prudent underwriting practices will help the company to maintain its strong asset quality in the auto finance business. However, KMPL's asset quality in the non-auto finance segments, including wholesale exposures, is relatively more susceptible to economic



cycles. While the gross NPA level in the company's overall portfolio was low at 0.40 per cent as on December 31, 2012 (0.4 per cent as on March 31, 2012), the impact of risks associated with the non-auto lending business will continue to be closely monitored by CRISIL.

The Kotak group's business risk profile is diversified across financial services, which ensures a healthy mix of fund- and fee-based revenue streams, resulting in a significantly higher net profitability margin (NPM) than that in the banking industry. Additionally, steady and sustained shift in the group's overall business mix to relatively stable lending businesses (82 per cent of the group's profit before tax in 2011-12 [refers to financial year, April 1 to March 31], compared with 43 per cent in 2007-08) from capital-markets-driven revenue streams is expected to lend greater stability to its earnings through economic cycles. KMPL has maintained a comfortable earnings profile. In 2011-12, its NPM (after factoring in credit costs) was 2.7 per cent, compared with 3.0 per cent in 2010-11; while the gross spread has contracted because of a sharp rise in borrowing costs, KMPL has benefitted from economies of scale on its operating expense front.

The Kotak group's resource profile is moderate, compared with that of its peers. KMBL has access to current account and savings account (CASA) deposits and retail term deposits, while the non-banking entities rely on wholesale funding. While KMBL's CASA deposits increased to 32 per cent of its total deposits as on March 31, 2012 from 30 per cent a year earlier, the same remained lower than industry average of around 34 per cent, resulting in a higher cost of deposits. While savings account deposits increased from March levels, current account deposits witnessed a fall, resulting in a decline in the CASA level to 26 per cent as on December 31, 2012. The group's resource profile will continue to be monitored by CRISIL, as the group's profitability over the long term will hinge largely on its ability to grow its low-cost resource base. While KMPL's resource profile, on standalone basis, continues to be wholesale, the same is marked by a diversified investor base, competitive borrowing costs, and significant financial flexibility.

Although the Kotak group's lending business has seen a healthy growth, and its contribution to the group's profitability has been increasing, the group's overall competitive position in the lending business remains moderate compared with that of its peers. The operating environment in car finance is expected to be challenging, with intensifying competition from banks and new captive-finance non-banking financial companies (NBFCs). Nevertheless, CRISIL believes that KMPL will maintain its niche position in this segment over the medium to long term, given its expertise in the higher-end car segment and its well-established relationships with manufacturers and dealers.

Outlook: Stable

CRISIL believes that the Kotak group will maintain its diversified business profile and its healthy earnings profile. The group is also expected to maintain its strong capitalisation levels. The outlook may be revised to 'Positive' if the group significantly improves its competitive position in the lending businesses and strengthens its resource profile. Conversely, the outlook may be revised to 'Negative' if the Kotak group's asset quality deteriorates, thereby adversely affecting its earnings profile and capitalisation.

About the Group

KMBL, the bank, is the flagship entity of the Kotak group, and has a diversified business profile, covering commercial vehicle financing, consumer loans, corporate finance, and asset reconstruction segments. Through its subsidiaries, the bank is also involved in investment banking, equity broking, securities-based lending, and car finance. The Kotak group reported a profit after tax (PAT) of Rs.18.3 billion on a total income of Rs.129.4 billion for 2011-12, against a PAT of Rs.15.7 billion on a total income of Rs.110.0 billion for 2010-11. For the nine months ended December 31, 2012, the group reported a PAT of Rs.15.2 billion on a total income of Rs.115.2 billion, against a PAT of Rs.13.1 billion on a total income of Rs.85.7 billion for the corresponding period in the previous year.

KMPL is one of India's leading NBFCs, involved predominantly in car financing. It reported a PAT of Rs.3.9 billion on a total income of Rs.18.1 billion for 2011-12, against a PAT of Rs.3.2 billion on a total income of Rs.13.7 billion for 2010-11. The company had an auto finance portfolio of Rs.105.8 billion and total assets of Rs.152.8 billion as on March 31, 2012. For the nine months ended December 31, 2012, KMPL reported a PAT of Rs.3.1 billion on a total income of Rs.16.6 billion, against a PAT of Rs.2.9 billion on a total income of Rs.13.0 billion for the corresponding period in the previous year.

Annexure 1 - Details of various bank facilities

Current facilities			Previous facilities		
Facility	Amount (Rs. Billion)	Rating	Facility	Amount (Rs. Billion)	Rating
Long-Term Facility	Bank 71.170	CRISIL AA+/Stable	Long-Term Facility	Bank 41.460	CRISIL AA+/Stable



Proposed Long-Term Bank Loan Facility	14.960	CRISIL AA+/Stable	Proposed Long-Term Bank Loan Facility	34.670	CRISIL AA+/Stable
Proposed Short-Term Bank Loan Facility	17.640	CRISIL A1+	Proposed Short-Term Bank Loan Facility	13.8388	CRISIL A1+
Short-Term Bank Facility	12.360	CRISIL A1+	Short-Term Bank Facility	6.1612	CRISIL A1+
Total	116.130	-	Total	96.130	--

Media Contacts	Analytical Contacts	Customer Service Helpdesk
Shweta Ramchandani Communications and Brand Management CRISIL Limited Tel: +91-22- 3342 1886 E-mail: shweta.ramchandani@crisil.com	Pawan Agrawal Senior Director - CRISIL Ratings Tel: +91-22-3342 3301 Email: pawan.agrawal@crisil.com	Timings: 10.00 am to 7.00 pm Toll free number: 1800 267 1301 Email: crisilratingdesk@crisil.com
Tanuja Abhinandan Communications and Brand Management CRISIL Limited Tel: +91-22- 3342 1818 Email: tanuja.abhinandan@crisil.com	Suman Chowdhury Director - CRISIL Ratings Tel: +91-22-3342 3293 E-mail: suman.chowdhury@crisil.com	

Note:

This rating rationale is transmitted to you for the sole purpose of dissemination through your newspaper / magazine / agency. The rating rationale may be used by you in full or in part without changing the meaning or context thereof but with due credit to CRISIL. However, CRISIL alone has the sole right of distribution of its rationales for consideration or otherwise through any media including websites, portals etc.

Crissil complexity levels are assigned to various types of financial instruments. The crissil complexity levels are available on www.crisil.com/complexity-levels. Investors are advised to refer to the crissil complexity levels for instruments that they desire to invest in. Investors may also call the Customer Service Helpdesk with queries on specific instruments.



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

February 07, 2013

<http://www.crisil.com>

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Annexure II

CONFIDENTIAL



Ref. no.: SN/FSR/KMPL/2013-14/668

June 26, 2013

Mr. Vyomesh Kapasi
 Chief Executive Officer
 Kotak Mahindra Prime Limited
 Kotak Towers, 4th Floor, Building No. 21
 Infinity Park, Off Western Express Highway
 Goregaon Mulund Link Road, Malad (East)
 Mumbai-400 097

Dear Mr. Kapasi,

Re: CRISIL Rating for the Rs. 20 billion Non-Convertible Debenture Issue Kotak Mahindra Prime Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please refer to our rating letter dated May 30, 2013 bearing reference no SN/FSR/KMPL/2013-14/514

CRISIL has, after due consideration, reaffirmed "CRISIL AA+/Stable" (pronounced "CRISIL Double A plus rating with stable outlook") rating to the captioned Debt Programme. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to suspend, withdraw, or revise the rating / outlook assigned to the captioned programme at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL believes may have an impact on the rating.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Rupali Shanker
 Director - Financial Sector Ratings

Subha Sri Narayanan
 Manager - Financial Sector Ratings

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor.

CRISIL has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. For the latest rating information on any instrument of any company rated by CRISIL, please contact CRISIL RATINGS DESK at CRISILratings@crsil.com or at (+91 22) 6691 3001 - 09.



Annexur III

BSE Limited Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
T: +91 22 2272 1234 / 33 F: +91 22 2272 1003 www.bseindia.com



DCS/COMP/SP/IP-PPDI/242/12-13

January 17, 2013

The Company Secretary
Kotak Mahindra Prime Limited
36-38A, Nariman Bhavan, 227,
Nariman Point, Mumbai-400021

Re: Private Placement 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 of the face value of Rs.10,00,000/- each, to be issued in one or more tranches, aggregating to Rs.5000 crores

We acknowledge receipt of your email received dated January 17, 2012 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 & Amendment Regulations, 2012 and submission of Disclosures and Documents as per Regulations 21, in the format specified in Schedule I of the said Regulations.
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 directions 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,


Hetal Kotak
Asst. Gen Manager


Shilpa Pachori
Deputy Manager



Annexur IV

IDBI Trusteeship Services Ltd.

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

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



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

Kind Attn: - Mr. Jason Dalgado / Mr. Sandeep 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 FII 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 FII)

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.

Mawandhar
Authorized Signatory

We accept the above terms
For Kotak Mahindra Prime Limited
[Signature]
Authorized Signatory

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