

MEANT FOR USE OF THE ADDRESSEE ONLY



**Registered Office:** 36-38A, Nariman Bhavan, 227, Nariman Point, Mumbai 400021.  
Tel. No.022-66581100, Fax No. 022-22855577, website: [www.kmpl.com](http://www.kmpl.com)

**Corporate Office:** Kotak Infiniti, 4<sup>th</sup> 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**

**Addendum II to Schedule I disclosures of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**

**Private Placement of Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ('Bonds') (Tier II capital), of the face value of Rs. 10,00,000/- each, to be issued in one or more tranches, aggregating to Rs. 12,000 crores.**

The following particulars are updated since the date of the Schedule I dated June 26, 2009 and Addendum I to dated November 30, 2009 and Addendum II dated March 10, 2010. All other particulars appearing in the Schedule I and Addendum I & II to the Schedule I dated November 30, 2009 and March 10, 2010 thereto remain unchanged.

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**CHANGES IN THE CAPITAL STRUCTURE OF THE COMPANY**

**IV. The following section shall be added under the section "BRIEF HISTORY SINCE INCORPORATION AND CHANGES IN CAPITAL STRUCTURE:**

The company has on March 31, 2010 issued additional equity shares to Kotak Securities Limited (a subsidiary of Kotak Mahindra Bank Limited). Subsequent to this issue, Kotak Securities Limited now hold's 49% stake in the company (against 45.35% stake earlier). KMP continues to be a subsidiary of the Kotak Mahindra Bank Limited post this restructuring.

After this transaction, the shareholding stands as follows:

- Kotak Mahindra Bank Ltd. and its nominees 51%
- Kotak Securities Limited 49%

**VIII. DETAILS OF TOP TEN HOLDERS OF EACH CLASS OR KIND OF SECURITIES:**

Top Ten Shareholders as on March 31, 2010:

<b>Sr. No.</b>	<b>Name and Address of the Shareholder</b>	<b>No. of Shares Held</b>	<b>% Share</b>
1	Kotak Mahindra Bank Limited and its nominees Registered Office: 36-38 A, Nariman Bhavan 227, Nariman point, Mumbai – 400 021	17,82,600	51
2	Kotak Securities Limited Registered Office: Bhaktawar 1st Floor, 229, Nariman Point, Mumbai – 400 021	17,12,600	49
	<b>Total</b>	<b>34,95,200</b>	<b>100.00</b>

**This Addendum is an integral part of this Schedule I and the Addendum I & II.**

**Signed for and on behalf of Kotak Mahindra Prime Limited.**

**Sumit Bali**  
**Authorised Signatory**

**Date: March 31, 2010**  
**Place: Mumbai**