

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012

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

**Corporate 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**

**Shelf Disclosure Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 6, 2008, as amended vide Circular No. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012.**

**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.65 crores.**

#### **GENERAL DISCLAIMER:**

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

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

#### **GENERAL RISK:**

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

## Not For Circulation

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012

## DEFINITIONS

Addendum	A periodic statement detailing changes to the Schedule.
Act/Companies Act	The Companies Act, 1956 as amended from time to time.
Debentures	Debenture means Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ('Bonds') (Tier II capital).
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	Issue by way of 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.
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
FCII	Ford Credit International Inc. USA
FI	Financial Institutions
FII	Foreign Institutional Investors
FY	Financial Year
GDP	Gross Domestic Product
ICRA	Information and Credit Rating Agency of India Limited
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory Development Authority of India
Issuer / Company / KMPL	Kotak Mahindra Prime Limited (Formerly Kotak Mahindra Primus Limited)
KMBL	Kotak Mahindra Bank Limited
KYC	Know Your Customer
MUV	Multi Utility Vehicle
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NCD	Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ('Bonds') (Tier II capital)
NPAs	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
WC DL	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, 2012 aggregating to Rs.3,00,74,908/- 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 CORPORATE 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. 022-66056825, 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. 022-6605 6825, Fax No: 022- 6725 9076  
Email id: [harish.shah@kotak.com](mailto:harish.shah@kotak.com)  
Investor Grievance Email id : [investorgrievance.kmp@kotak.com](mailto: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](http://www.linkintime.co.in)  
 Email: [isrl@intimespectrum.com](mailto:isrl@intimespectrum.com)

viii. CREDIT RATING AGENCIES:

The Issuer will be obtaining Short Term, Medium Term and Long Term Ratings as may be applicable from Rating Agencies from time to time. Rating of the respective issues will be informed to the investors in the respective Term Sheets.

Credit ratings obtained by the company are as follows:

Credit Rating	Rating Agency	Term
A1+	CRISIL	Short Term
AA+/Stable	CRISIL	Long Term (Non - Convertible Debentures & Tier II Subordinated Bonds)
PP-MLD AA+r/Stable	CRISIL	Long Term (Principal Protected Nifty Linked Non - Convertible Debentures)
AA+/Stable	ICRA	Long Term (Non - Convertible Debentures & Tier II Subordinated Bonds)
AA+pp/Stable	ICRA	Long Term (Nifty Linked Non - Convertible Debentures).

ix. AUDITORS:

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

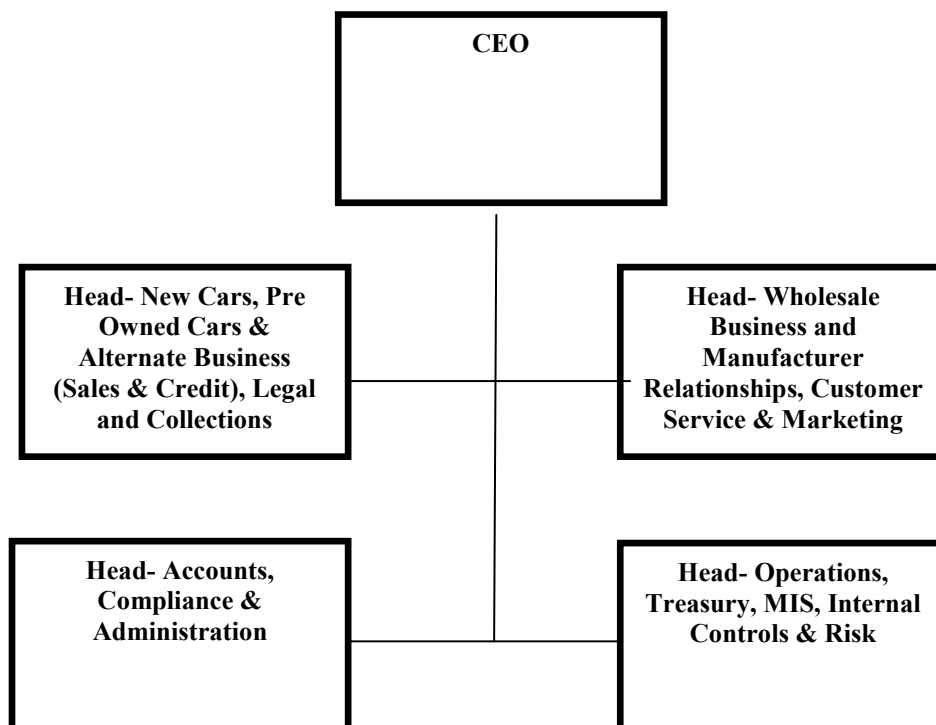
**b. BRIEF SUMMARY OF THE BUSINESS/ ACTIVITIES AND LINE OF BUSINESS:**

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:

Parameters	In Rs Lacs			
	As at September 30, 2012	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Net Worth	2,12,948.61	1,92,233.52	,53,757.56	1,11,971.38
Total Debt	13,79,294.81	12,73,494.89	9,82,875.54	7,30,917.22
Of which – Non Current Maturities of				
Long Term Borrowing	5,56,298.79	6,10,105.90	3,93,111.53	
- Short Term Borrowing	4,57,542.44	2,84,280.47	2,75,843.25	
- Current Maturities of Long Term Borrowing	3,65,453.58	3,79,108.52	3,13,920.76	
Net Fixed Assets	2,828.72	2,795.89	2,776.78	2,837.13
Non Current Assets	7,51,712.73	6,08,562.13	5,19,610.63	
Cash and Cash Equivalents	3,396.19	80,433.47	14,168.34	22,474.68
Current Investments	87,912.75	65,185.07	25,468.98	-
Non-Current Investments	9,412.73	10,048.88	12,289.63	11,370.87
Current Assets (incl Loans & Adv)	8,01,188.63	7,60,515.93	6,17,547.29	8,45,684.63
Non-Current Assets (incl Loans & Adv and DTA)	7,49,470.01	6,06,620.04	5,15,687.29	
Current Liabilities	57,433.68	56,476.84	44,668.20	42,844.21
Non-Current Liabilities	6,774.65	5,336.12	10,560.35	
Assets Under Management	16,56,451.75	15,27,541.37	11,91,861.65	8,85,732.81
Off Balance Sheet Assets	-	-	-	-
Interest Income	98,561.68	1,66,682.53	1,32,449.13	96,602.34



Parameters	As at September 30, 2012	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Interest Expense	63,541.75	1,00,252.11	67,256.23	50,319.16
Provisioning & Write-offs	1,254.16	4,677.30	3,262.01	8,070.82
PAT	20,715.10	38,487.58	31,786.27	16,641.22
Gross NPA(%)	0.42	0.38	0.84	1.77
Net NPA(%)	0.19	0.15	0.28	0.96
Tier I Capital Adequacy Ratio (%)	12.16	12.34	12.60	12.50
Tier II Capital Adequacy Ratio (%)	3.64	4.00	2.92	1.20

## DEBT EQUITY RATIO PRIOR TO AND AFTER ISSUE:

The debt equity ratio as on September 30, 2012 is 6.48:1; The debt equity ratio is expected to be in the range of 6.6:1 to 7.5:1 by March 31, 2013.

## 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. 13<sup>th</sup> September 1996. The name of the Company was changed to Kotak Mahindra Primus Limited on October 17, 1996. The Company commenced operations on November 1, 1996.

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

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

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

## DETAILS OF ACTIVITIES

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

- The Company has total earning assets at about Rs. 16,145crores, of which car finance assets constitute about Rs. 11,756 crores, as at September 30, 2012.
- The Company has presence in major car markets across 68 branches in India, including representative offices, and has a distribution network supported by Direct Marketing Associates, brokers and distribution agencies and services around 2.94 lakh live customers as at September 30, 2012.
- 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 SEPTEMBER 30, 2012(quarter end):

Share Capital	Rs.
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 September 30, 2012(quarter end), AND FOR THE LAST FIVE YEARS:

Quarter End/ Year End	Date of Change(AGM/EGM)	Rs.	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 September 30, 2012 (quarter end) :

Quarter End/ Year End	Date of Allotment	No of Equity Shares	Face Value (Rs)	Issue Price (Rs)	Consideration (Cash, other than cash etc)	Nature of Allotment	Cumulative			Remarks
							No of equity shares	Equity Share Capital (Rs)	Equity Share Premium (Rs)	
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 SEPTEMBER 30, 2012 (quarter end):

## i. SHAREHOLDING PATTERN OF THE COMPANY AS ON SEPTEMBER 30, 2012(quarter end):

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 SEPTEMBER 30 2012:

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 53 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
Mr. Dipak Gupta	Director	00004771	13/2/1961 (Age 51 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. C. Jayaram	Director	00012214	18/4/1956 (Age 56 years)	Satguru Simran, 7th Floor, 3 <sup>rd</sup> Road, Almeida Park, Bandra (West), Mumbai – 400050.	3/10/1996	Kotak Mahindra Bank Limited Kotak Mahindra Asset Management Company Limited Kotak Mahindra Investments Limited Kotak Securities Limited Kotak Mahindra (UK) Limited Kotak Mahindra Inc. Kotak Investment Advisors Limited Kotak Mahindra Prime Limited
Mr. Jaimin Bhatt	Director	00003657	30/3/1962 (Age 50 years)	Flat No.18, Jeevan Jyoti Building, 5th 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 Ekambara m	Director	00004889	14/9/1962 (Age 50 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

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Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012

Name	Designation	DIN	Date of Birth	Address	Director of the Company since	Details of other directorship
Mr. Mohan Sheno	Director	01603606	28/4/1958 (Age 54 years)	Flat No. 53, 5th 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 54 years)	Flat No.24, 12 <sup>th</sup> floor, Sonmarg, 67B, Napean Sea Road, Mumbai - 400006	16/4/2009	Kotak Mahindra Prime Limited
Mr. Narayan S.A.	Director	00007404	9/11/1960 (Age 51 years)	2nd Floor, Silvares (Clare Villa), Plot No. 502, 13th Road, Chembur, Mumbai -400071	9/4/2010	Ace Derivatives and Commodity Exchange Limited Infina Finance Private Limited Kotak Mahindra Investments Limited Kotak Securities Limited Kotak Mahindra Prime Limited
Mr. K.V. S. Manian	Director	00031794	5/10/1961 (Age 51 years)	31/32, Solitaire, Central Avenue Road, Santacruz (West), Mumbai - 400054	9/4/2010	Kotak Mahindra Prime Limited Kotak Mahindra Financial Services Limited
Mr. Sumit Bali	Director	02896088	15/8/1967 (Age 45 years)	Flat No.101, Vasundhara, Janaki Kutir, Juhu Church Road, Juhu, Mumbai – 400 049	1/6/2011	Kotak Mahindra Prime Limited Equifax Credit Information Services Pvt. Ltd.

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

Name	Designation	DIN	Date of Appointment/ Resignation	Director of the Company since (in case of resignation)	Remark
Mr. Chandrashekhar Sathe	Director	00017605	15/4/2009	4/10/2005	
Mr. Arvind Kathpalia	Director	02630873	16/4/2009		
Mr. Narayan S.A.	Director	00007404	9/4/2010		
Mr. K.V. S. Manian	Director	00031794	9/4/2010		
Mr. Sumit Bali	Director	02896088	1/6/2011		

**f. DETAILS REGARDING THE AUDITORS OF THE COMPANY:****i. DETAILS OF THE AUDITORS OF THE COMPANY:**

Name	Address	Auditor Since
DELOITTE HASKINS & SELLS	12, Dr. Annie Besant Road Opp. Shiv Sagar Estate Worli, Mumbai – 400 018	23 Nov 2006

**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	12, Dr. Annie Besant Road, Opp Shiv Sagar Estate, Worli, Mumbai 400018	23-Nov-06		
same as above				
same as above				

**g. DETAILS OF BORROWINGS OF THE COMPANY, AS ON September 30, 2012 (quarter end):****i. DETAILS OF SECURED LOAN FACILITIES:-**

Lender's name (As on 30.9.12)	Type of facility	Amt sanctioned (Rs. In crs)	Principial Amt outstanding (Rs. In crs)	Repayment date/Schedule	Security
Bank Of India	BL	525	92	24-Jan-14	Refer Note below
Bank of Maharashtra	BL	200	50	28-Mar-13	Refer Note below
Bank of Maharashtra	BL		50	16-Aug-13	Refer Note below
Bank of Maharashtra	BL		100	29-Nov-13	Refer Note below
Bank Of Nova Scotia	BL	150	120	3-Dec-12	Refer Note below
Bank Of Nova Scotia	BL		30	5-Oct-12	Refer Note below
Canara Bank	BL	750.19	100	12-Nov-12	Refer Note below
Canara Bank	BL		100	12-Nov-12	Refer Note below
Canara Bank	BL		200.19	8-Feb-13	Refer Note below
Canara Bank	BL		350	30-Mar-14	Refer Note below
Citibank	BL	133.39	58.39	29-Oct-12	Refer Note below
Citibank	BL		75	21-May-13	Refer Note below
Federal Bank	BL	100	100	28-Dec-12	Refer Note below
Indian Bank	BL	300	100	6-Dec-12	Refer Note below
Indian Bank	BL		200	15-Jun-14	Refer Note below

Lender's name (As on 30.9.12)	Type of facility	Amt sanctioned (Rs. In crs)	Principial Amt outstanding (Rs. In crs)	Repayment date/Schedule	Security
Punjab National Bank	BL	100	100	30-Mar-13	Refer Note below
State Bank of Mysore	BL	125	125	27-Jun-14	Refer Note below
State Bank of Patiala	BL	200	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 Travancore	BL	250	75	28-Mar-14	Refer Note below
State Bank Of Travancore	BL		75	28-Mar-14	Refer Note below
State Bank Of Travancore	BL		100	29-Nov-12	Refer Note below
Syndicate Bank	BL	500	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
The South Indian Bank Limited	WCDL	150	50	23-Jan-13	Refer Note below
The South Indian Bank Limited	CC/WCDL		100	1-Oct-12	Refer Note below
UCO BANK	BL	400	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
Union Bank of India	BL	575	100	22-Oct-12	Refer Note below
Union Bank of India	BL		100	25-Oct-12	Refer Note below
Union Bank of India	BL		100	28-Feb-13	Refer Note below
Union Bank of India	BL		100	21-Dec-12	Refer Note below
Union Bank of India	BL		100	27-Sep-13	Refer Note below
Vijaya Bank	BL	340	100	28-Dec-12	Refer Note below
Vijaya Bank	BL		70	19-Oct-12	Refer Note below
Vijaya Bank	BL		70	23-Oct-12	Refer Note below
Andhra Bank	CC	200	25		Refer Note below

Note: The loans from banks are secured by first pari-passu and non-exclusive charge by way of hypothecation/ mortgage on receivables of the Company (non-exclusive, first and pari-passu basis) arising out of loan, lease and hire purchase transactions, on all other book debts; and on such other current assets as may be identified by the Company from time to time and accepted by the Security Trustee

## Not For Circulation

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012

## ii. DETAILS OF UNSECURED LOAN FACILITIES:

None

## iii. DETAILS OF NCDs:

Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2115	1096	10.15	25	21-Jun-12	22-Jun-15	CRISIL AA+	Secured	Refer Note No.1
2113	459	10.2	25	14-Jun-12	16-Sep-13 or on value date of put/call option whichever is earlier (put / call w.e.f 27-02-2013 till maturity)	CRISIL AA+	Secured	Refer Note No.1
2111	730	10.25	25	5-Jun-12	5-Jun-14	CRISIL AA+	Secured	Refer Note No.1
2112	420	10.09	15	7-Jun-12	1-Aug-13	CRISIL AA+	Secured	Refer Note No.1
1909	532	10.7	25	3-May-11	16-Oct-12	CRISIL AA+	Secured	Refer Note No.1
1838	731	9.21	15	18-Oct-10	18-Oct-12	CRISIL AA+	Secured	Refer Note No.1
1840	730	9.21	10	19-Oct-10	18-Oct-12	CRISIL AA+	Secured	Refer Note No.1
1664	915	8.5	25	21-Apr-10	22-Oct-12	CRISIL AA+	Secured	Refer Note No.1
1687	910	7.88	50	20-May-10	15-Nov-12	CRISIL AA+	Secured	Refer Note No.1
1849	732	9.35	10	18-Nov-10	19-Nov-12	CRISIL AA+	Secured	Refer Note No.1
1973	548	10.74	10	25-May-11	23-Nov-12	CRISIL AA+	Secured	Refer Note No.1
1856	730	9.55	15	1-Dec-10	30-Nov-12	CRISIL AA+	Secured	Refer Note No.1
1856	730	9.55	35	1-Dec-10	30-Nov-12	CRISIL AA+	Secured	Refer Note No.1
1876	728	10.05	2.2	13-Jan-11	10-Jan-13	CRISIL AA+	Secured	Refer Note No.1
1760	914	8.3	50	12-Jul-10	11-Jan-13	CRISIL AA+	Secured	Refer Note No.1
1482	1095	8.5	25	12-Jan-10	11-Jan-13	CRISIL AA+	Secured	Refer Note No.1
1888	720	10.25	6	10-Feb-11	30-Jan-13	CRISIL AA+	Secured	Refer Note No.1
1891	718	10.5	10	21-Feb-11	8-Feb-13	CRISIL AA+	Secured	Refer Note No.1
1891	718	10.5	15	21-Feb-11	8-Feb-13	CRISIL AA+	Secured	Refer Note No.1
1899	702	11.0273	46.5	16-Mar-11	15-Feb-13	CRISIL AA+	Secured	Refer Note No.1
1897	728	10.58	1.8	9-Mar-11	6-Mar-13	CRISIL AA+	Secured	Refer Note No.1
2064	394	10.3	75	13-Feb-12	13-Mar-13	CRISIL AA+	Secured	Refer Note No.1
1997	531	0.00	10	5-Oct-11	19-Mar-13	CRISIL AA+	Secured	Refer Note No.3
1636	1099	8.6	35	29-Mar-10	1-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1903	730	10.3	5	30-Mar-11	29-Mar-13	CRISIL AA+	Secured	Refer Note No.1
1903	730	10.3	15	30-Mar-11	29-Mar-13	CRISIL AA+	Secured	Refer Note No.1
2057	439	0.00	6	20-Jan-12	3-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1998	543	0.00	15	10-Oct-11	5-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1999	546	0.00	11.6	11-Oct-11	9-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1905	730	10.4	15	13-Apr-11	12-Apr-13	CRISIL AA+	Secured	Refer Note No.1
2000	544	0.00	8.7	21-Oct-11	17-Apr-13	CRISIL AA+	Secured	Refer Note No.1
2060	448	0.00	6	27-Jan-12	19-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1839	913	9	75	19-Oct-10	19-Apr-13	CRISIL AA+	Secured	Refer Note No.1



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## Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012

Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2015	539	0.00	15	31-Oct-11	22-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1992	575	10.15	65	29-Sep-11	26-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1992	575	10.15	25	29-Sep-11	26-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1992	575	10.15	35	29-Sep-11	26-Apr-13	CRISIL AA+	Secured	Refer Note No.1
2006	549	0.00	12	25-Oct-11	26-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1906	730	10.75	50	27-Apr-11	26-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1907	729	10.75	10	28-Apr-11	26-Apr-13	CRISIL AA+	Secured	Refer Note No.1
1908	731	10.75	50	29-Apr-11	29-Apr-13	CRISIL AA+	Secured	Refer Note No.1
2087	383	0.00	13	12-Apr-12	30-Apr-13	CRISIL AA+	Secured	Refer Note No.1
2097	373	9.95	70	24-Apr-12	2-May-13	CRISIL AA+	Secured	Refer Note No.1
1671	1094	8.25	20	5-May-10	3-May-13	CRISIL AA+	Secured	Refer Note No.1
1671	1094	8.25	5	5-May-10	3-May-13	CRISIL AA+	Secured	Refer Note No.1
1670	1102	8.25	50	30-Apr-10	6-May-13	CRISIL AA+	Secured	Refer Note No.1
2014	556	0.00	15	28-Oct-11	6-May-13	CRISIL AA+	Secured	Refer Note No.2
1668	1104	0.00	35	28-Apr-10	6-May-13	CRISIL AA+	Secured	Refer Note No.1
2019	552	0.00	50	11-Nov-11	16-May-13	CRISIL AA+	Secured	Refer Note No.1
1974	731	11	25	20-May-11	20-May-13	CRISIL AA+	Secured	Refer Note No.1
2073	447	0.00	9.3	29-Feb-12	21-May-13	CRISIL AA+	Secured	Refer Note No.1
2026	541	0.00	3.5	29-Nov-11	23-May-13	CRISIL AA+	Secured	Refer Note No.1
1972	730	11.1	25	25-May-11	24-May-13	CRISIL AA+	Secured	Refer Note No.1
2035	531	0.00	23	14-Dec-11	28-May-13	CRISIL AA+	Secured	Refer Note No.1
2029	545	0.00	7.7	1-Dec-11	29-May-13	CRISIL AA+	Secured	Refer Note No.1
1708	1091	8.35	70	4-Jun-10	30-May-13	CRISIL AA+	Secured	Refer Note No.1
2046	526	0.00	5	28-Dec-11	6-Jun-13	CRISIL AA+	Secured	Refer Note No.1
1934	730	11.1	25	8-Jun-11	7-Jun-13	CRISIL AA+	Secured	Refer Note No.1
1935	731	0.00	61.6	10-Jun-11	10-Jun-13	CRISIL AA+	Secured	Refer Note No.1
2033	545	0.00	12	14-Dec-11	11-Jun-13	CRISIL AA+	Secured	Refer Note No.1
2034	546	0.00	5.8	14-Dec-11	12-Jun-13	CRISIL AA+	Secured	Refer Note No.1
2040	544	0.00	44.1	21-Dec-11	17-Jun-13	CRISIL AA+	Secured	Refer Note No.1
2044	540	0.00	12	27-Dec-11	19-Jun-13	CRISIL AA+	Secured	Refer Note No.1
2085	437	0.00	3.3	10-Apr-12	21-Jun-13	CRISIL AA+	Secured	Refer Note No.1
2042	546	0.00	21	26-Dec-11	24-Jun-13	CRISIL AA+	Secured	Refer Note No.1
2045	544	0.00	4.7	28-Dec-11	24-Jun-13	CRISIL AA+	Secured	Refer Note No.1
2048	546	0.00	8.6	29-Dec-11	27-Jun-13	CRISIL AA+	Secured	Refer Note No.1
2050	544	0.00	10	5-Jan-12	2-Jul-13	CRISIL AA+	Secured	Refer Note No.1
2043	560	0.00	12	26-Dec-11	8-Jul-13	CRISIL AA+	Secured	Refer Note No.1
1961	722	0.00	25	19-Jul-11	10-Jul-13	CRISIL AA+	Secured	Refer Note No.1
2055	543	0.00	17.2	20-Jan-12	16-Jul-13	CRISIL AA+	Secured	Refer Note No.1
2059	537	0.00	5.2	27-Jan-12	17-Jul-13	CRISIL AA+	Secured	Refer Note No.1
1951	751	10.4	15	28-Jun-11	18-Jul-13	CRISIL AA+	Secured	Refer Note No.1
1956	744	10.25	10	5-Jul-11	18-Jul-13	CRISIL AA+	Secured	Refer Note No.1
2047	567	0.00	6	29-Dec-11	18-Jul-13	CRISIL AA+	Secured	Refer Note No.1
1885	896	10.25	2.8	4-Feb-11	19-Jul-13	CRISIL AA+	Secured	Refer Note No.1
2056	549	0.00	5	20-Jan-12	22-Jul-13	CRISIL AA+	Secured	Refer Note No.1
2095	459	0.00	7.2	19-Apr-12	22-Jul-13	CRISIL AA+	Secured	Refer Note No.1
1988	678	10.2	25	15-Sep-11	24-Jul-13	CRISIL AA+	Secured	Refer Note No.1
1968	724	10.25	0.1	5-Aug-11	29-Jul-13	CRISIL AA+	Secured	Refer Note No.1

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Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
1968	724	10.25	8.9	5-Aug-11	29-Jul-13	CRISIL AA+	Secured	Refer Note No.1
1968	724	10.25	6	5-Aug-11	29-Jul-13	CRISIL AA+	Secured	Refer Note No.1
1971	729	0.00	8	11-Aug-11	9-Aug-13	CRISIL AA+	Secured	Refer Note No.1
1970	732	10	25	11-Aug-11	12-Aug-13	CRISIL AA+	Secured	Refer Note No.1
2070	539	0.00	4.6	22-Feb-12	14-Aug-13	CRISIL AA+	Secured	Refer Note No.1
2072	542	0.00	13.5	24-Feb-12	19-Aug-13	CRISIL AA+	Secured	Refer Note No.1
1975	732	10	5	25-Aug-11	26-Aug-13	CRISIL AA+	Secured	Refer Note No.1
2066	563	0.00	46.1	14-Feb-12	30-Aug-13	CRISIL AA+	Secured	Refer Note No.1
2066	563	0.00	47.9	14-Feb-12	30-Aug-13	CRISIL AA+	Secured	Refer Note No.1
2065	563	0.00	25	14-Feb-12	30-Aug-13	CRISIL AA+	Secured	Refer Note No.1
2065	563	0.00	9	14-Feb-12	30-Aug-13	CRISIL AA+	Secured	Refer Note No.1
1810	1098	9.1	8	31-Aug-10	2-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1980	729	0.00	15.5	8-Sep-11	6-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1981	730	10.2	50	12-Sep-11	11-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1983	728	10.2	25	14-Sep-11	11-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1982	731	10.5	50	13-Sep-11	13-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1984	730	10.15	2.5	14-Sep-11	13-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1987	736	10.1	48	15-Sep-11	20-Sep-13	CRISIL AA+	Secured	Refer Note No.1
2041	640	0.00	29.5	23-Dec-11	23-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1991	729	0.00	47	28-Sep-11	26-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1993	729	10.15	25	29-Sep-11	27-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1993	729	10.15	20	29-Sep-11	27-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1993	729	10.15	60	29-Sep-11	27-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1993	729	10.15	5	29-Sep-11	27-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1993	729	10.15	5	29-Sep-11	27-Sep-13	CRISIL AA+	Secured	Refer Note No.1
1993	729	10.15	10	29-Sep-11	27-Sep-13	CRISIL AA+	Secured	Refer Note No.1
2103	518	10.1610	4.5	11-May-12	11-Oct-13	CRISIL AA+	Secured	Refer Note No.1
2004	731	10.45	60	24-Oct-11	24-Oct-13	CRISIL AA+	Secured	Refer Note No.1
2007	734	0.00	23	25-Oct-11	28-Oct-13	CRISIL AA+	Secured	Refer Note No.1
2018	730	10.33	25	9-Nov-11	8-Nov-13	CRISIL AA+	Secured	Refer Note No.1
2022	727	0.00	24	22-Nov-11	18-Nov-13	CRISIL AA+	Secured	Refer Note No.1
2024	730	10.5	250	23-Nov-11	22-Nov-13	CRISIL AA+	Secured	Refer Note No.3
2020	739	0.00	30	17-Nov-11	25-Nov-13	CRISIL AA+	Secured	Refer Note No.1
2027	729	0.00	6	1-Dec-11	29-Nov-13	CRISIL AA+	Secured	Refer Note No.1
2030	731	0.00	12.8	2-Dec-11	2-Dec-13	CRISIL AA+	Secured	Refer Note No.1
2028	734	0.00	15	1-Dec-11	4-Dec-13	CRISIL AA+	Secured	Refer Note No.1
2031	728	0.00	8.5	12-Dec-11	9-Dec-13	CRISIL AA+	Secured	Refer Note No.1
2032	731	10.15	15	13-Dec-11	13-Dec-13	CRISIL AA+	Secured	Refer Note No.1
2036	733	0.00	8.7	15-Dec-11	17-Dec-13	CRISIL AA+	Secured	Refer Note No.1
2037	734	0.00	15	16-Dec-11	19-Dec-13	CRISIL AA+	Secured	Refer Note No.1
2039	733	0.00	15.9	21-Dec-11	23-Dec-13	CRISIL AA+	Secured	Refer Note No.1
1880	1085	10.25	5	27-Jan-11	16-Jan-14	CRISIL AA+	Secured	Refer Note No.1
2061	731	0.00	13.3	3-Feb-12	3-Feb-14	CRISIL AA+	Secured	Refer Note No.1
1892	1086	10.25	2	24-Feb-11	14-Feb-14	CRISIL AA+	Secured	Refer Note No.1
2068	726	0.00	8.2	22-Feb-12	17-Feb-14	CRISIL AA+	Secured	Refer Note No.1
2093	684	0.00	120	18-Apr-12	3-Mar-14	CRISIL AA+	Secured	Refer Note No.1

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Debt Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2094	684	0.00	120	19-Apr-12	4-Mar-14	CRISIL AA+	Secured	Refer Note No.1
1911	1053	10.9	5	9-May-11	27-Mar-14	CRISIL AA+	Secured	Refer Note No.1
2082	743	0.00	17	21-Mar-12	3-Apr-14	CRISIL AA+	Secured	Refer Note No.1
2081	748	0.00	26.8	21-Mar-12	8-Apr-14	CRISIL AA+	Secured	Refer Note No.1
2096	730	9.9	5	23-Apr-12	23-Apr-14	CRISIL AA+	Secured	Refer Note No.1
2096	730	9.9	35	23-Apr-12	23-Apr-14	CRISIL AA+	Secured	Refer Note No.1
2096	730	9.9	10	23-Apr-12	23-Apr-14	CRISIL AA+	Secured	Refer Note No.1
2053	829	0.00	43.5	17-Jan-12	25-Apr-14	CRISIL AA+	Secured	Refer Note No.1
1910	1085	10.9	10	9-May-11	28-Apr-14	CRISIL AA+	Secured	Refer Note No.1
2080	769	0.00	13.5	21-Mar-12	29-Apr-14	CRISIL AA+	Secured	Refer Note No.1
2105	717	10.35	20.5	18-May-12	5-May-14	CRISIL AA+	Secured	Refer Note No.1
2102	727	10.3479	33.4	11-May-12	8-May-14	CRISIL AA+	Secured	Refer Note No.1
2063	825	0.00	19.8	8-Feb-12	13-May-14	CRISIL AA+	Secured	Refer Note No.1
1958	1052	10.45	15	12-Jul-11	29-May-14	CRISIL AA+	Secured	Refer Note No.1
1927	1096	11.05	30	30-May-11	30-May-14	CRISIL AA+	Secured	Refer Note No.1
2104	747	10.2882	5.5	16-May-12	2-Jun-14	CRISIL AA+	Secured	Refer Note No.1
1942	1090	10.65	20	16-Jun-11	10-Jun-14	CRISIL AA+	Secured	Refer Note No.1
1959	1084	10.45	5	12-Jul-11	30-Jun-14	CRISIL AA+	Secured	Refer Note No.1
2054	905	0.00	43	17-Jan-12	10-Jul-14	CRISIL AA+	Secured	Refer Note No.1
1957	1096	11	50	11-Jul-11	11-Jul-14	CRISIL AA+	Secured	Refer Note No.1
1950	1112	10.5	10	28-Jun-11	14-Jul-14	CRISIL AA+	Secured	Refer Note No.1
1960	1096	11	50	18-Jul-11	18-Jul-14	CRISIL AA+	Secured	Refer Note No.1
1962	1096	11	40	22-Jul-11	22-Jul-14	CRISIL AA+	Secured	Refer Note No.1
1966	1096	11	60	25-Jul-11	25-Jul-14	CRISIL AA+	Secured	Refer Note No.1
1967	1096	10.5	50	27-Jul-11	27-Jul-14	CRISIL AA+	Secured	Refer Note No.1
1969	1096	10.35	10	8-Aug-11	8-Aug-14	CRISIL AA+	Secured	Refer Note No.1
1969	1096	10.35	40	8-Aug-11	8-Aug-14	CRISIL AA+	Secured	Refer Note No.1
2107	841	10.2809	25	22-May-12	10-Sep-14	CRISIL AA+	Secured	Refer Note No.1
1985	1092	10.2	15	15-Sep-11	11-Sep-14	CRISIL AA+	Secured	Refer Note No.1
1986	1101	10.2	30	15-Sep-11	20-Sep-14	CRISIL AA+	Secured	Refer Note No.1
2005	1106	0.00	34	25-Oct-11	4-Nov-14	CRISIL AA+	Secured	Refer Note No.1
2021	1088	0.00	82	18-Nov-11	10-Nov-14	CRISIL AA+	Secured	Refer Note No.1
2025	1096	0.00	22.1	25-Nov-11	25-Nov-14	CRISIL AA+	Secured	Refer Note No.1
2052	1063	0.00	17.5	13-Jan-12	11-Dec-14	CRISIL AA+	Secured	Refer Note No.1
2038	1091	0.00	16	20-Dec-11	15-Dec-14	CRISIL AA+	Secured	Refer Note No.1
2049	1095	0.00	20	30-Dec-11	29-Dec-14	CRISIL AA+	Secured	Refer Note No.1
2051	1090	0.00	11	13-Jan-12	7-Jan-15	CRISIL AA+	Secured	Refer Note No.1
2058	1100	0.00	35	23-Jan-12	27-Jan-15	CRISIL AA+	Secured	Refer Note No.1
2062	1093	0.00	13.3	6-Feb-12	3-Feb-15	CRISIL AA+	Secured	Refer Note No.1
2067	1084	0.00	6	21-Feb-12	9-Feb-15	CRISIL AA+	Secured	Refer Note No.1

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Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2091	1049	9.99	5	17-Apr-12	2-Mar-15	CRISIL AA+	Secured	Refer Note No.1
2075	1093	0.00	31.9	6-Mar-12	4-Mar-15	CRISIL AA+	Secured	Refer Note No.1
2074	1096	0.00	13.2	5-Mar-12	6-Mar-15	CRISIL AA+	Secured	Refer Note No.1
2076	1095	0.00	18.2	9-Mar-12	9-Mar-15	CRISIL AA+	Secured	Refer Note No.1
2084	1085	0.00	35	10-Apr-12	31-Mar-15	CRISIL AA+	Secured	Refer Note No.1
2086	1085	0.00	33	12-Apr-12	2-Apr-15	CRISIL AA+	Secured	Refer Note No.1
2092	1080	9.995	5	17-Apr-12	2-Apr-15	CRISIL AA+	Secured	Refer Note No.1
2083	1110	0.00	13	22-Mar-12	6-Apr-15	CRISIL AA+	Secured	Refer Note No.1
2088	1092	0.00	69	13-Apr-12	10-Apr-15	CRISIL AA+	Secured	Refer Note No.1
2089	1095	10.01	3.8	16-Apr-12	16-Apr-15	CRISIL AA+	Secured	Refer Note No.1
2090	1094	10.01	1.2	17-Apr-12	16-Apr-15	CRISIL AA+	Secured	Refer Note No.1
2099	1081	10	13	30-Apr-12	16-Apr-15	CRISIL AA+	Secured	Refer Note No.1
2098	1095	10	5	27-Apr-12	27-Apr-15	CRISIL AA+	Secured	Refer Note No.1
2100	1099	10	62	30-Apr-12	4-May-15	CRISIL AA+	Secured	Refer Note No.1
2106	1083	10.35	20	18-May-12	6-May-15	CRISIL AA+	Secured	Refer Note No.1
2101	1187	9.971	5	4-May-12	4-Aug-15	CRISIL AA+	Secured	Refer Note No.1
2023	1827	10.5	250	22-Nov-11	22-Nov-16	CRISIL AA+	Secured	Refer Note No.3
2078	1826	10.05	130	14-Mar-12	14-Mar-17 or on value date of put/call option whichever is earlier (Put/call wef 14-Mar-2015)	CRISIL AA+	Secured	Refer Note No.3
2079	1826	10.05	150	14-Mar-12	14-Mar-17 or on value date of put/call option whichever is earlier (Put/call wef 4-Mar-2015)	CRISIL AA+	Secured	Refer Note No.3
270	2009	10.85	0.4	23-Oct-07	23-Apr-13	ICRA_CRSL AA+	Unsecured	NA
274	2008	10.85	2.5	24-Oct-07	23-Apr-13	ICRA_CRSL AA+	Unsecured	NA
266	2009	10.85	1	23-Oct-07	23-Apr-13	ICRA_CRSL AA+	Unsecured	NA
260	2009	10.85	5	23-Oct-07	23-Apr-13	ICRA_CRSL AA+	Unsecured	NA
1807	2557	9.5	50	30-Aug-10	30-Aug-17	ICRA_CRSL AA+	Unsecured	NA
1804	2557	9.5	5	30-Aug-10	30-Aug-17	ICRA_CRSL AA+	Unsecured	NA
1808	2557	9.5	5	30-Aug-10	30-Aug-17	ICRA_CRSL AA+	Unsecured	NA
1809	2557	9.5	2	30-Aug-10	30-Aug-17	ICRA_CRSL AA+	Unsecured	NA

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Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
1922	2397	10.7	5	31-May-11	22-Dec-17	ICRA_CRSL AA+	Unsecured	NA
264	3835	11.1	10	23-Oct-07	23-Apr-18	ICRA_CRSL AA+	Unsecured	NA
265	3835	11.1	1.8	23-Oct-07	23-Apr-18	ICRA_CRSL AA+	Unsecured	NA
271	3835	11.1	1.1	23-Oct-07	23-Apr-18	ICRA_CRSL AA+	Unsecured	NA
261	3835	11.1	1.2	23-Oct-07	23-Apr-18	ICRA_CRSL AA+	Unsecured	NA
268	3835	11.1	0.8	23-Oct-07	23-Apr-18	ICRA_CRSL AA+	Unsecured	NA
269	3835	11.1	1	23-Oct-07	23-Apr-18	ICRA_CRSL AA+	Unsecured	NA
263	3835	11.1	1.5	23-Oct-07	23-Apr-18	ICRA_CRSL AA+	Unsecured	NA
272	3835	11.1	1	23-Oct-07	23-Apr-18	ICRA_CRSL AA+	Unsecured	NA
267	3835	11.1	0.7	23-Oct-07	23-Apr-18	ICRA_CRSL AA+	Unsecured	NA
511	3834	10	2	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
519	3834	10	1	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
531	3834	10	1	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
522	3834	10	0.1	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
591	3809	10	0.4	3-Mar-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
512	3834	10	0.1	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
516	3834	10	0.3	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
514	3834	10	0.6	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
515	3834	10	0.1	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
498	3834	10	3	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
473	3834	10	0.5	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
552	3834	10	0.5	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
540	3834	10	0.4	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
583	3812	10	0.1	29-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
551	3834	10	0.2	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
550	3834	10	0.2	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
547	3834	10	0.1	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
549	3834	10	0.5	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
541	3834	10	1	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
497	3834	10	0.4	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
555	3822	10	0.5	19-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA

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Debt Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
495	3834	10	0.1	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
521	3834	10	1	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
558	3822	10	0.3	19-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
513	3834	10	0.6	7-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
570	3812	10	0.6	29-Feb-08	7-Aug-18	ICRA_CRSL AA+	Unsecured	NA
670	3836	10.4	0.4	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
663	3836	10.4	0.3	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
676	3836	10.4	5	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
692	3836	10.4	0.5	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
691	3836	10.4	0.5	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
719	3836	10.4	8	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
720	3836	10.4	0.7	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
661	3836	10.4	0.2	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
671	3836	10.4	0.2	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
666	3836	10.4	0.5	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
674	3836	10.4	1	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
668	3836	10.4	0.2	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
669	3836	10.4	0.1	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
660	3836	10.4	11	15-May-08	15-Nov-18	ICRA_CRSL AA+	Unsecured	NA
784	3835	10.7	0.1	23-Jun-08	23-Dec-18	ICRA_CRSL AA+	Unsecured	NA
785	3835	10.7	0.1	23-Jun-08	23-Dec-18	ICRA_CRSL AA+	Unsecured	NA
777	3835	10.7	1	23-Jun-08	23-Dec-18	ICRA_CRSL AA+	Unsecured	NA
775	3835	10.7	4	23-Jun-08	23-Dec-18	ICRA_CRSL AA+	Unsecured	NA
787	3835	10.7	0.5	23-Jun-08	23-Dec-18	ICRA_CRSL AA+	Unsecured	NA
767	3835	10.7	0.5	23-Jun-08	23-Dec-18	ICRA_CRSL AA+	Unsecured	NA
786	3835	10.7	0.2	23-Jun-08	23-Dec-18	ICRA_CRSL AA+	Unsecured	NA
760	3835	10.7	1	23-Jun-08	23-Dec-18	ICRA_CRSL AA+	Unsecured	NA
779	3835	10.7	0.1	23-Jun-08	23-Dec-18	ICRA_CRSL AA+	Unsecured	NA
792	3835	11	3	30-Jun-08	30-Dec-18	ICRA_CRSL AA+	Unsecured	NA
803	3821	11	0.1	14-Jul-08	30-Dec-18	ICRA_CRSL AA+	Unsecured	NA
796	3821	11	0.4	14-Jul-08	30-Dec-18	ICRA_CRSL AA+	Unsecured	NA

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Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
789	3835	11	0.5	30-Jun-08	30-Dec-18	ICRA_CRSL AA+	Unsecured	NA
793	3835	11	0.4	30-Jun-08	30-Dec-18	ICRA_CRSL AA+	Unsecured	NA
790	3835	11	5	30-Jun-08	30-Dec-18	ICRA_CRSL AA+	Unsecured	NA
1672	3836	10.1	2	31-May-10	30-Nov-20	ICRA_CRSL AA+	Unsecured	NA
1672	3836	10.1	3	31-May-10	30-Nov-20	ICRA_CRSL AA+	Unsecured	NA
1673	3836	10.1	0.1	31-May-10	30-Nov-20	ICRA_CRSL AA+	Unsecured	NA
1681	3807	10.1	3	29-Jun-10	30-Nov-20	ICRA_CRSL AA+	Unsecured	NA
1701	3836	10.1	6	31-May-10	30-Nov-20	ICRA_CRSL AA+	Unsecured	NA
1674	3836	10.1	10	31-May-10	30-Nov-20	ICRA_CRSL AA+	Unsecured	NA
1698	3836	10.1	0.9	31-May-10	30-Nov-20	ICRA_CRSL AA+	Unsecured	NA
1901	3682	10.5	150	25-Mar-11	23-Apr-21	ICRA_CRSL AA+	Unsecured	NA
1930	3675	10.8	10	31-May-11	22-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1931	3675	10.8	1	31-May-11	22-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1925	3659	10.8	0.6	16-Jun-11	22-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1926	3659	10.8	0.4	16-Jun-11	22-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1933	3659	10.8	0.5	16-Jun-11	22-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1923	3675	10.8	5	31-May-11	22-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1928	3675	10.8	0.5	31-May-11	22-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1932	3675	10.8	0.6	31-May-11	22-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1953	3653	10.8	2	30-Jun-11	30-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1952	3653	10.8	10	30-Jun-11	30-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1949	3653	10.8	5	30-Jun-11	30-Jun-21	ICRA_CRSL AA+	Unsecured	NA
1989	3653	11	50	23-Sep-11	23-Sep-21	ICRA_CRSL AA+	Unsecured	NA
1990	3653	11.25	40	28-Sep-11	28-Sep-21	ICRA_CRSL AA+	Unsecured	NA
2119	730	10.2	25	3-Jul-12	3-Jul-14	CRISIL AA+	Secured	Refer Note No.1
2120	731	10.15	6	13-Jul-12	14-Jul-14	CRISIL AA+	Secured	Refer Note No.1
2121	1171	10.1232	1.2	17-Jul-12	1-Oct-15	CRISIL AA+	Secured	Refer Note No.1
2122	732	10.18	15	19-Jul-12	21-Jul-14	CRISIL AA+	Secured	Refer Note No.1
2123	728	10.15	25	27-Jul-12	25-Jul-14	CRISIL AA+	Secured	Refer Note No.1

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Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
2124	730	10.30% if Call Option exercised otherwise 10.15%	50	27-Jul-12	27-Jul-14 or on value date of Call Option whichever is earlier (Call Option on 27-Jul-2013)	CRISIL AA+	Secured	Refer Note No.1
2125	730	10.30% if Call Option exercised otherwise 10.15%	50	27-Jul-12	27-Jul-14 or on value date of Call Option whichever is earlier (Call Option on 27-Jul-2013)	CRISIL AA+	Secured	Refer Note No.1
2126	730	10.30% if Call Option exercised otherwise 10.15%	10	27-Jul-12	27-Jul-14 or on value date of Call Option whichever is earlier (Call Option on 27-Jul-2013)	CRISIL AA+	Secured	Refer Note No.1
2127	730	10.30% if Call Option exercised otherwise 10.15%	25	30-Jul-12	30-Jul-14 or on value date of Call Option whichever is earlier (Call Option on 30-Jul-2013)	CRISIL AA+	Secured	Refer Note No.1
2128	730	10.05	10	6-Aug-12	6-Aug-14	CRISIL AA+	Secured	Refer Note No.1
2137	595	10.03	100	27-Aug-12	14-Apr-14	CRISIL AA+	Secured	Refer Note No.1
2142	365	9.77	150	13-Sep-12	13-Sep-13	CRISIL A1+	Secured	Refer Note No.1
2140	730	10	15	12-Sep-12	12-Sep-14	CRISIL AA+	Secured	Refer Note No.1
2143	375	9.76	95	14-Sep-12	24-Sep-13	CRISIL AA+	Secured	Refer Note No.1
2139	730	10	100	10-Sep-12	10-Sep-14	CRISIL AA+	Secured	Refer Note No.4
2144	3650	10.4	25	25-Sep-12	23-Sep-22	ICRA_CRSL AA+	Unsecured	NA
2138	1094	10.05	50	5-Sep-12	04-Sep-2015 or on value date of Put Option whichever is earlier (Put Option on 4-Sep-14)	CRISIL AA+	Secured	Refer Note No.1
2141	730	10	10	12-Sep-12	12-Sep-14	CRISIL AA+	Secured	Refer Note No.1
Nifty Series - 11	1174	Linked to the movement of the S&P CNX Nifty as expressed on NSE	5.5	11-Dec-09	27-Feb-13	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 12	1174	Linked to the movement of the S&P CNX Nifty as expressed on NSE	8	11-Dec-09	27-Feb-13	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 13	1203	Linked to the movement of the S&P CNX Nifty as expressed on NSE	4.45	7-Jan-10	24-Apr-13	CRISIL AA+r	Secured	Refer Note No.1



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Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
Nifty Series - 14	1186	Linked to the movement of the S&P CNX Nifty as expressed on NSE	2.1	25-Jan-10	25-Apr-13	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 15	1186	Linked to the movement of the S&P CNX Nifty as expressed on NSE	12.3	22-Jan-10	22-Apr-13	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 5	1180	Linked to the movement of the S&P CNX Nifty as expressed on NSE	9.9	7-Sep-09	30-Nov-12	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 6	1180	Linked to the movement of the S&P CNX Nifty as expressed on NSE	1.2	7-Sep-09	30-Nov-12	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 7	1188	Linked to the movement of the S&P CNX Nifty as expressed on NSE	4.5	23-Oct-09	23-Jan-13	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 19	1218	Linked to the movement of the S&P CNX Nifty as expressed on NSE	10	29-Jul-10	28-Nov-13	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 20	822	Linked to the movement of the S&P CNX Nifty as expressed on NSE	1.55	7-Sep-10	7-Dec-12	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 21	822	Linked to the movement of the S&P CNX Nifty as expressed on NSE	4.1	7-Sep-10	7-Dec-12	CRISIL AA+r	Secured	Refer Note No.1

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Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012

Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
Nifty Series - 23	1218	Linked to the movement of the S&P CNX Nifty as expressed on NSE	93.45	15-Oct-10	14-Feb-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 24	1187	Linked to the movement of the S&P CNX Nifty as expressed on NSE	1.15	15-Nov-10	14-Feb-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 25	1215	Linked to the movement of the S&P CNX Nifty as expressed on NSE	57.5	15-Nov-10	14-Mar-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 26	1215	Linked to the movement of the S&P CNX Nifty as expressed on NSE	11.4	6-Dec-10	4-Apr-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 27	820	Linked to the movement of the S&P CNX Nifty as expressed on NSE	14.15	16-Dec-10	15-Mar-13	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 28	1186	Linked to the movement of the S&P CNX Nifty as expressed on NSE	6.1	21-Jan-11	21-Apr-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 30	1187	Linked to the movement of the S&P CNX Nifty as expressed on NSE	4.1	9-May-11	8-Aug-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 31	1187	Linked to the movement of the S&P CNX Nifty as expressed on NSE	8.9	13-Jun-11	12-Sep-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 32	761	Linked to the movement of the S&P CNX Nifty as expressed on NSE	4.5	16-Jun-11	16-Jul-13	CRISIL AA+r	Secured	Refer Note No.1

## Not For Circulation

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012

Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
Nifty Series - 33	1188	Linked to the movement of the S&P CNX Nifty as expressed on NSE	8.65	22-Jun-11	22-Sep-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 34	1188	Linked to the movement of the S&P CNX Nifty as expressed on NSE	3.9	22-Jul-11	22-Oct-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 36	1188	Linked to the movement of the S&P CNX Nifty as expressed on NSE	5.9	26-Aug-11	26-Nov-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 39	1189	Linked to the movement of the S&P CNX Nifty as expressed on NSE	5	4-Oct-11	5-Jan-15	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 40	823	Linked to the movement of the S&P CNX Nifty as expressed on NSE	9.4	21-Oct-11	21-Jan-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 41	1219	Linked to the movement of the S&P CNX Nifty as expressed on NSE	7.8	25-Oct-11	25-Feb-15	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 42	822	Linked to the movement of the S&P CNX Nifty as expressed on NSE	3.2	25-Oct-11	24-Jan-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 43	822	Linked to the movement of the S&P CNX Nifty as expressed on NSE	4.35	29-May-12	29-Aug-14	CRISIL AA+r	Secured	Refer Note No.1
Nifty Series - 44	820	Linked to the movement of the S&P CNX Nifty as expressed on NSE	2.35	28-Jun-12	26-Sep-14	CRISIL AA+r	Secured	Refer Note No.1

Debenture Series	Tenor	Coupon (%)	Amt (Rs. In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
Nifty Series - 45	1187	Linked to the movement of the S&P CNX Nifty as expressed on NSE	9.9	24-Aug-12	24-Nov-15	CRISIL AA+r	Secured	Refer Note No.1

## Notes : Security

- Hypothecation on receivables of the Company (pari-passu first charge) arising out of loan, lease and hire purchase transactions, on all other book debts; and on such other current assets as may be identified by the Company from time to time, with an asset cover ratio of 1.00 times value of Debentures, during the tenure of Debenture.
- Hypothecation on receivables of the Company (pari-passu first charge) arising out of loan, lease and hire purchase transactions, on all other book debts; and on such other current assets as may be identified by the Company from time to time, with an asset cover ratio of 1.10 times value of Debentures, during the tenure of Debenture.
- Hypothecation on receivables of the Company (pari-passu first charge) arising out of loan, lease and hire purchase transactions, on all other book debts; and on such other current assets as may be identified by the Company from time to time, with an asset cover ratio of 1.25 times value of Debentures, during the tenure of Debenture.
- Hypothecation on receivables of the Company (pari-passu first charge) arising out of loan, lease and hire purchase transactions, on all other book debts; and on such other current assets as may be identified by the Company from time to time, with an asset cover ratio of 1.11 times value of Debentures, during the tenure of Debenture.

## iv. LIST OF TOP 10 DEBENTURE HOLDERS (as on September 30,2012)

Sr. No.	Name of NCD Holders	Amount (Rs. In Crores)
1	Life Insurance Corporation Of India	400.00
2	Kotak Mahindra Bank Ltd KMBL Treasury Account	395.00
3	Kotak Securities Ltd.	315.00
4	HDFC Bank	250.00
5	Kotak Mahindra Old Mutual Life Insurance Limited	175.00
6	Citicorp Investment Bank (Singapore) Limited	145.00
7	ICICI Prudential Life Ins. Co. Ltd	100.00
8	DBS Bank Limited (FII)	95.00
9	Ramachandran Narayanaswamy	91.10
10	LIC Of India Profit Plus Growth Fund	91.00

## v. THE AMOUNT OF CORPORATE GUARANTEE ISSUED:

None

## vi. DETAILS OF COMMERCIAL PAPER:

<b>Maturity Date</b>	<b>Amt outstanding (Face Value) (Rs. In crs)</b>
3-Oct-12	200
4-Oct-12	100
8-Oct-12	9
10-Oct-12	25
16-Oct-12	60
19-Oct-12	50
22-Oct-12	75
23-Oct-12	15
25-Oct-12	160
29-Oct-12	78
5-Nov-12	50
8-Nov-12	5
19-Nov-12	140
22-Nov-12	127
26-Nov-12	125
30-Nov-12	200
3-Dec-12	15
4-Dec-12	50
5-Dec-12	10
10-Dec-12	250
26-Dec-12	12
28-Dec-12	7
2-Jan-13	200
10-Jan-13	10
30-Jan-13	150
13-Feb-13	40.6
15-Feb-13	100
18-Feb-13	25
22-Feb-13	50
25-Feb-13	75
28-Feb-13	120
1-Mar-13	50
4-Mar-13	20
5-Mar-13	25
7-Mar-13	35
19-Mar-13	5
21-Mar-13	30
28-Mar-13	40
8-May-13	10
20-May-13	50
21-May-13	75
22-May-13	15
11-Jun-13	8
26-Jun-13	37
19-Jul-13	10
13-Aug-13	203
25-Sep-13	40
26-Sep-13	25

- vii. DETAILS OF REST OF THE BORROWING(hybrid debt like FCCB, Optionally Convertible Debentures) as on 30<sup>th</sup> September 2012:

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 CORPOTATE 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 September 30, 2012:

Date of Issue	No. of Securities	ISIN Number	Face Value	Effective Value per security	Discount per security	Aggregate Discount
17-Oct-11	200	INE916D14JJ8	5,00,000.00	4,54,132.50	45,867.50	91,73,500.00
19-Mar-12	100	INE916D14KN8	5,00,000.00	4,49,115.00	50,885.00	50,88,500.00
5-Oct-11	2000	INE916D14JF6	5,00,000.00	4,53,926.50	46,073.50	9,21,47,000.00
25-Oct-11	1000	INE916D14JJ8	5,00,000.00	4,54,643.00	45,357.00	4,53,57,000.00
14-Feb-12	812	INE916D14KF4	5,00,000.00	4,52,898.50	47,101.50	3,82,46,418.00
21-Mar-12	600	INE916D14KP3	5,00,000.00	4,49,115.00	50,885.00	3,05,31,000.00
21-Feb-12	1000	INE916D14KG2	5,00,000.00	4,53,484.00	46,516.00	4,65,16,000.00
21-Feb-12	1000	INE916D14KG2	5,00,000.00	4,53,281.00	46,719.00	4,67,19,000.00
24-Feb-12	500	INE916D14KH0	5,00,000.00	4,52,729.00	47,271.00	2,36,35,500.00
24-Feb-12	500	INE916D14KH0	5,00,000.00	4,52,729.00	47,271.00	2,36,35,500.00
29-Dec-11	140	INE916D14JZ4	5,00,000.00	4,54,339.00	45,661.00	63,92,540.00
1-Mar-12	1000	INE916D14KJ6	5,00,000.00	4,52,284.00	47,716.00	4,77,16,000.00
24-Nov-11	540	INE916D14JT7	5,00,000.00	4,54,452.50	45,547.50	2,45,95,650.00
28-Oct-11	200	INE916D14JO8	5,00,000.00	4,53,950.50	46,049.50	92,09,900.00
19-Jul-12	100	INE916D14LV9	5,00,000.00	4,55,166.00	44,834.00	44,83,400.00
25-May-12	2000	INE916D14LC9	5,00,000.00	4,81,842.00	18,158.00	3,63,16,000.00
26-Jun-12	4000	INE916D14LN6	5,00,000.00	4,79,083.50	20,916.50	8,36,66,000.00
31-Aug-12	4000	INE916D14MM6	5,00,000.00	4,84,367.50	15,632.50	6,25,30,000.00
28-Sep-12	3000	INE916D14JO8	5,00,000.00	4,96,766.50	3,233.50	97,00,500.00
6-Aug-12	200	INE916D14MA1	5,00,000.00	4,80,073.00	19,927.00	39,85,400.00
28-Sep-12	1500	INE916D14NB7	5,00,000.00	4,96,249.00	3,751.00	56,26,500.00
22-May-12	1500	INE916D14KY5	5,00,000.00	4,52,280.00	47,720.00	7,15,80,000.00
8-Jun-12	91	INE916D14LE5	5,00,000.00	4,57,315.51	42,684.49	38,84,289.00
8-Jun-12	109	INE916D14LE5	5,00,000.00	4,57,315.50	42,684.50	46,52,610.00
23-May-12	100	INE916D14KZ2	5,00,000.00	4,52,361.50	47,638.50	47,63,850.00
23-May-12	100	INE916D14KZ2	5,00,000.00	4,52,361.50	47,638.50	47,63,850.00
23-May-12	100	INE916D14KZ2	5,00,000.00	4,52,361.50	47,638.50	47,63,850.00
18-Sep-12	200	INE916D14MN4	5,00,000.00	4,79,651.00	20,349.00	40,69,800.00

## Not For Circulation

## Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012

Date of Issue	No. of Securities	ISIN Number	Face Value	Effective Value per security	Discount per security	Aggregate Discount
25-Sep-12	800	INE916D14MX3	5,00,000.00	4,54,959.00	45,041.00	3,60,32,800.00
18-May-12	2000	INE916D14KW9	5,00,000.00	4,72,027.50	27,972.50	5,59,45,000.00
27-Jul-12	400	INE916D14LA3	5,00,000.00	4,72,244.00	27,756.00	1,11,02,400.00
11-Jul-12	500	INE916D14LT3	5,00,000.00	4,88,669.50	11,330.50	56,65,250.00
23-Jul-12	500	INE916D14LX5	5,00,000.00	4,88,788.50	11,211.50	56,05,750.00
28-Aug-12	400	INE916D14MI4	5,00,000.00	4,77,027.00	22,973.00	91,89,200.00
16-Aug-12	2000	INE916D14MD5	5,00,000.00	4,55,914.00	44,086.00	8,81,72,000.00
25-Jul-12	300	INE916D14LZ0	5,00,000.00	4,88,685.50	11,314.50	33,94,350.00
4-Sep-12	1000	INE916D14MN4	5,00,000.00	4,78,135.50	21,864.50	2,18,64,500.00
28-Sep-12	500	INE916D14ND3	5,00,000.00	4,56,092.00	43,908.00	2,19,54,000.00
27-Sep-12	3000	INE916D14KW9	5,00,000.00	4,91,069.50	8,930.50	2,67,91,500.00
12-Jun-12	160	INE916D14LF2	5,00,000.00	4,53,015.50	46,984.50	75,17,520.00
19-Jul-12	100	INE916D14LV9	5,00,000.00	4,55,166.00	44,834.00	44,83,400.00
27-Aug-12	1000	INE916D14MH6	5,00,000.00	4,89,206.00	10,794.00	1,07,94,000.00
3-Jul-12	800	INE916D14LS5	5,00,000.00	4,65,926.50	34,073.50	2,72,58,800.00
9-Aug-12	1000	INE916D14MC7	5,00,000.00	4,89,415.50	10,584.50	1,05,84,500.00
27-Aug-12	500	INE916D14MF0	5,00,000.00	4,90,053.00	9,947.00	49,73,500.00
21-May-12	1000	INE916D14KX7	5,00,000.00	4,52,402.50	47,597.50	4,75,97,500.00
27-Aug-12	500	INE916D14MH6	5,00,000.00	4,89,206.00	10,794.00	53,97,000.00
3-Sep-12	200	INE916D14MN4	5,00,000.00	4,77,972.50	22,027.50	44,05,500.00
23-Jul-12	1000	INE916D14LU1	5,00,000.00	4,88,804.50	11,195.50	1,11,95,500.00
28-Sep-12	500	INE916D14LX5	5,00,000.00	4,97,139.50	2,860.50	14,30,250.00
28-Sep-12	500	INE916D14LX5	5,00,000.00	4,97,139.50	2,860.50	14,30,250.00
25-Sep-12	500	INE916D14MY1	5,00,000.00	4,80,195.50	19,804.50	99,02,250.00
25-Sep-12	1500	INE916D14MZ8	5,00,000.00	4,81,142.50	18,857.50	2,82,86,250.00
25-Sep-12	3000	INE916D14NA9	5,00,000.00	4,84,246.00	15,754.00	4,72,62,000.00
28-Sep-12	60	INE916D14NB7	5,00,000.00	4,96,249.00	3,751.00	2,25,060.00
14-Aug-12	2060	INE916D14MD5	5,00,000.00	4,55,692.00	44,308.00	9,12,74,480.00
10-Sep-12	1000	INE916D14MN4	5,00,000.00	4,78,909.50	21,090.50	2,10,90,500.00
8-May-12	100	INE916D14KT5	5,00,000.00	4,75,365.50	24,634.50	24,63,450.00
24-Aug-12	2000	INE916D14JT7	5,00,000.00	4,89,263.00	10,737.00	2,14,74,000.00
28-Aug-12	1000	INE916D14MH6	5,00,000.00	4,89,322.00	10,678.00	1,06,78,000.00
21-Sep-12	1000	INE916D14MW5	5,00,000.00	4,91,284.50	8,715.50	87,15,500.00
24-May-12	300	INE916D14LA3	5,00,000.00	4,61,733.50	38,266.50	1,14,79,950.00
18-Jul-12	1000	INE916D14LC9	5,00,000.00	4,90,288.00	9,712.00	97,12,000.00
19-Jul-12	1000	INE916D14LC9	5,00,000.00	4,90,411.50	9,588.50	95,88,500.00
21-Aug-12	2000	INE916D14MF0	5,00,000.00	4,89,263.00	10,737.00	2,14,74,000.00
24-Aug-12	500	INE916D14MG8	5,00,000.00	4,77,861.50	22,138.50	1,10,69,250.00
15-Jun-12	200	INE916D14LI6	5,00,000.00	4,77,590.00	22,410.00	44,82,000.00
29-Jun-12	740	INE916D14LR7	5,00,000.00	4,54,475.50	45,524.50	3,36,88,130.00
20-Jul-12	180	INE916D14LW7	5,00,000.00	4,89,917.00	10,083.00	18,14,940.00
27-Aug-12	300	INE916D14MF0	5,00,000.00	4,90,053.00	9,947.00	29,84,100.00
10-Sep-12	300	INE916D14MR5	5,00,000.00	4,90,241.00	9,759.00	29,27,700.00
28-Sep-12	240	INE916D14NC5	5,00,000.00	4,89,555.00	10,445.00	25,06,800.00
28-Apr-10	350	INE916D07Y63	10,00,000.00	7,86,805.00	2,13,195.00	7,46,18,250.00
28-Sep-11	470	INE916D077M5	10,00,000.00	8,24,714.00	1,75,286.00	8,23,84,420.00
14-Dec-11	120	INE916D079P4	10,00,000.00	8,66,762.00	1,33,238.00	1,59,88,560.00
21-Dec-11	159	INE916D075Q0	10,00,000.00	8,26,553.00	1,73,447.00	2,75,78,073.00
21-Dec-11	441	INE916D076Q8	10,00,000.00	8,69,329.00	1,30,671.00	5,76,25,911.00

## Not For Circulation

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Date of Issue	No. of Securities	ISIN Number	Face Value	Effective Value per security	Discount per security	Aggregate Discount
17-Jan-12	430	INE916D070S7	10,00,000.00	7,89,886.00	2,10,114.00	9,03,49,020.00
20-Jan-12	172	INE916D071S5	10,00,000.00	8,69,567.00	1,30,433.00	2,24,34,476.00
21-Feb-12	60	INE916D072T1	10,00,000.00	7,56,536.00	2,43,464.00	1,46,07,840.00
24-Feb-12	135	INE916D075T4	10,00,000.00	8,69,791.00	1,30,209.00	1,75,78,215.00
11-Aug-11	80	INE916D075L1	10,00,000.00	8,28,918.00	1,71,082.00	1,36,86,560.00
14-Dec-11	58	INE916D070Q1	10,00,000.00	8,66,534.00	1,33,466.00	77,41,028.00
14-Dec-11	230	INE916D071Q9	10,00,000.00	8,69,951.00	1,30,049.00	2,99,11,270.00
6-Feb-12	133	INE916D078S0	10,00,000.00	7,55,815.00	2,44,185.00	3,24,76,605.00
22-Feb-12	46	INE916D074T7	10,00,000.00	8,70,462.00	1,29,538.00	59,58,748.00
5-Mar-12	132	INE916D077T0	10,00,000.00	7,52,145.00	2,47,855.00	3,27,16,860.00
17-Nov-11	300	INE916D076O3	10,00,000.00	8,19,220.00	1,80,780.00	5,42,34,000.00
1-Dec-11	150	INE916D074P5	10,00,000.00	8,21,224.00	1,78,776.00	2,68,16,400.00
15-Dec-11	87	INE916D072Q7	10,00,000.00	8,25,046.00	1,74,954.00	1,52,20,998.00
30-Dec-11	200	INE916D075R8	10,00,000.00	7,51,725.00	2,48,275.00	4,96,55,000.00
27-Jan-12	52	INE916D075S6	10,00,000.00	8,71,494.00	1,28,506.00	66,82,312.00
3-Feb-12	133	INE916D077S2	10,00,000.00	8,30,004.00	1,69,996.00	2,26,09,468.00
16-Dec-11	150	INE916D073Q5	10,00,000.00	8,22,573.00	1,77,427.00	2,66,14,050.00
23-Jan-12	350	INE916D074S9	10,00,000.00	7,53,427.00	2,46,573.00	8,63,00,550.00
18-Nov-11	820	INE916D077O1	10,00,000.00	7,43,585.00	2,56,415.00	21,02,60,300.00
28-Dec-11	47	INE916D071R7	10,00,000.00	8,67,694.00	1,32,306.00	62,18,382.00
28-Dec-11	50	INE916D072R5	10,00,000.00	8,71,778.00	1,28,222.00	64,11,100.00
28-Oct-11	150	INE916D072O2	10,00,000.00	8,61,282.00	1,38,718.00	2,08,07,700.00
22-Nov-11	240	INE916D079O7	10,00,000.00	8,22,619.00	1,77,381.00	4,25,71,440.00
25-Nov-11	221	INE916D071P1	10,00,000.00	7,43,785.00	2,56,215.00	5,66,23,515.00
2-Dec-11	128	INE916D076P0	10,00,000.00	8,21,885.00	1,78,115.00	2,27,98,720.00
14-Feb-12	90	INE916D071T3	10,00,000.00	8,64,495.00	1,35,505.00	1,21,95,450.00
14-Feb-12	250	INE916D071T3	10,00,000.00	8,64,495.00	1,35,505.00	3,38,76,250.00
1-Dec-11	60	INE916D073P7	10,00,000.00	8,22,178.00	1,77,822.00	1,06,69,320.00
20-Jan-12	50	INE916D072S3	10,00,000.00	8,67,987.00	1,32,013.00	66,00,650.00
14-Feb-12	461	INE916D071T3	10,00,000.00	8,64,495.00	1,35,505.00	6,24,67,805.00
14-Feb-12	479	INE916D071T3	10,00,000.00	8,64,495.00	1,35,505.00	6,49,06,895.00
5-Oct-11	100	INE916D071N6	10,00,000.00	8,68,803.00	1,31,197.00	1,31,19,700.00
29-Nov-11	35	INE916D072P9	10,00,000.00	8,65,922.00	1,34,078.00	46,92,730.00
25-Oct-11	340	INE916D079N9	10,00,000.00	7,39,949.00	2,60,051.00	8,84,17,340.00
25-Oct-11	120	INE916D070O6	10,00,000.00	8,62,315.00	1,37,685.00	1,65,22,200.00
11-Nov-11	500	INE916D075O5	10,00,000.00	8,62,208.00	1,37,792.00	6,88,96,000.00
13-Jan-12	110	INE916D077R4	10,00,000.00	7,52,705.00	2,47,295.00	2,72,02,450.00
13-Jan-12	175	INE916D078R2	10,00,000.00	7,58,020.00	2,41,980.00	4,23,46,500.00
17-Jan-12	435	INE916D079R0	10,00,000.00	8,06,021.00	1,93,979.00	8,43,80,865.00
8-Feb-12	198	INE916D079S8	10,00,000.00	8,09,520.00	1,90,480.00	3,77,15,040.00
21-Mar-12	135	INE916D071U1	10,00,000.00	8,18,857.00	1,81,143.00	2,44,54,305.00
21-Mar-12	268	INE916D072U9	10,00,000.00	8,23,338.00	1,76,662.00	4,73,45,416.00
10-Jun-11	616	INE916D071J4	10,00,000.00	8,11,390.00	1,88,610.00	11,61,83,760.00
23-Dec-11	295	INE916D077Q6	10,00,000.00	8,46,774.00	1,53,226.00	4,52,01,670.00
19-Jul-11	250	INE916D077K9	10,00,000.00	8,23,429.00	1,76,571.00	4,41,42,750.00
20-Dec-11	160	INE916D074Q3	10,00,000.00	7,50,060.00	2,49,940.00	3,99,90,400.00
26-Dec-11	120	INE916D079Q2	10,00,000.00	8,64,562.00	1,35,438.00	1,62,52,560.00
29-Dec-11	60	INE916D073R3	10,00,000.00	8,62,991.00	1,37,009.00	82,20,540.00
20-Jan-12	60	INE916D073S1	10,00,000.00	8,93,647.00	1,06,353.00	63,81,180.00



## Not For Circulation

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012

Date of Issue	No. of Securities	ISIN Number	Face Value	Effective Value per security	Discount per security	Aggregate Discount
6-Mar-12	319	INE916D078T8	10,00,000.00	7,52,117.00	2,47,883.00	7,90,74,677.00
9-Mar-12	182	INE916D079T6	10,00,000.00	7,51,725.00	2,48,275.00	4,51,86,050.00
11-Oct-11	116	INE916D073N2	10,00,000.00	8,64,536.00	1,35,464.00	1,57,13,824.00
31-Oct-11	150	INE916D073O0	10,00,000.00	8,65,223.00	1,34,777.00	2,02,16,550.00
29-Dec-11	86	INE916D074R1	10,00,000.00	8,67,714.00	1,32,286.00	1,13,76,596.00
5-Jan-12	100	INE916D076R6	10,00,000.00	8,69,933.00	1,30,067.00	1,30,06,700.00
27-Jan-12	60	INE916D076S4	10,00,000.00	8,91,589.00	1,08,411.00	65,04,660.00
29-Feb-12	93	INE916D076T2	10,00,000.00	8,92,315.00	1,07,685.00	1,00,14,705.00
10-Oct-11	150	INE916D072N4	10,00,000.00	8,66,280.00	1,33,720.00	2,00,58,000.00
21-Oct-11	87	INE916D075N7	10,00,000.00	8,63,479.00	1,36,521.00	1,18,77,327.00
1-Dec-11	77	INE916D075P2	10,00,000.00	8,64,298.00	1,35,702.00	1,04,49,054.00
26-Dec-11	210	INE916D078Q4	10,00,000.00	8,66,534.00	1,33,466.00	2,80,27,860.00
22-Feb-12	82	INE916D073T9	10,00,000.00	8,29,258.00	1,70,742.00	1,40,00,844.00
8-Sep-11	155	INE916D078L5	10,00,000.00	8,23,668.00	1,76,332.00	2,73,31,460.00
25-Oct-11	230	INE916D071O4	10,00,000.00	8,20,326.00	1,79,674.00	4,13,25,020.00
12-Dec-11	85	INE916D077P8	10,00,000.00	8,25,381.00	1,74,619.00	1,48,42,615.00
27-Dec-11	120	INE916D070R9	10,00,000.00	8,69,068.00	1,30,932.00	1,57,11,840.00
21-Mar-12	170	INE916D073U7	10,00,000.00	8,24,408.00	1,75,592.00	2,98,50,640.00
22-Mar-12	130	INE916D074U5	10,00,000.00	7,49,413.00	2,50,587.00	3,25,76,310.00
10-Apr-12	350	INE916D075U2	10,00,000.00	7,53,279.00	2,46,721.00	8,63,52,350.00
19-Jul-12	150	INE916D077X2	10,00,000.00	8,23,311.00	1,76,689.00	2,65,03,350.00
12-Apr-12	130	INE916D078U6	10,00,000.00	9,00,960.00	99,040.00	1,28,75,200.00
18-Apr-12	1200	INE916D073V5	10,00,000.00	8,34,158.00	1,65,842.00	19,90,10,400.00
19-Apr-12	1200	INE916D074V3	10,00,000.00	8,34,158.00	1,65,842.00	19,90,10,400.00
19-Apr-12	72	INE916D075V0	10,00,000.00	8,86,542.00	1,13,458.00	81,68,976.00
12-Apr-12	330	INE916D077U8	10,00,000.00	7,52,262.00	2,47,738.00	8,17,53,540.00
13-Apr-12	690	INE916D079U4	10,00,000.00	7,50,882.00	2,49,118.00	17,18,91,420.00
10-Apr-12	33	INE916D076U0	10,00,000.00	8,93,131.00	1,06,869.00	35,26,677.00
13-Jul-12	60	INE916D075X6	10,00,000.00	8,23,979.00	1,76,021.00	1,05,61,260.00

The Issuer has issued the following securities at a premium as at September 30, 2012:

Date of Issue	No. of Securities	ISIN Number	Face Value	Effective Value per security	Premium per security	Aggregate Premium
7-Sep-09	12	INE916D07Q06	10,00,000.00	10,11,666.67	11,666.67	1,40,000.00
7-Sep-09	99	INE916D07P98	10,00,000.00	10,17,979.80	17,979.80	17,80,000.00
23-Oct-09	90	INE916D07R88	5,00,000.00	5,07,777.78	7,777.78	7,00,000.00
7-Jan-10	89	INE916D07U83	5,00,000.00	5,05,000.00	5,000.00	4,45,000.00
25-Jan-10	42	INE916D07V58	5,00,000.00	5,07,500.00	7,500.00	3,15,000.00
22-Jan-10	246	INE916D07V66	5,00,000.00	5,05,000.00	5,000.00	12,30,000.00

**h. DETAILS OF PROMOTERS OF THE COMPANY:****i. DETAILS OF PROMOTER HOLDING IN THE COMPANY AS ON 30<sup>th</sup> SEPTEMBER 2012:**

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%	-	-
		<b>34,95,200</b>				

**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 30 Sep, 2012**

Particulars		As at 30th Sep, 2012	As at 31st March, 2012
		Rs. Crores	Rs. Crores
<b>A</b>	<b>EQUITY AND LIABILITIES</b>		
<b>1</b>	<b>Shareholders' funds</b>		
	(a) Share capital	4.50	4.50
	(b) Reserves and surplus	2,124.99	1,917.84
		2,129.49	1,922.34
<b>2</b>	<b>Non-current liabilities</b>		
	(a) Long-term borrowings	5,562.99	6,101.06
	(b) Other long-term liabilities	46.05	35.63
	(c) Long-term provisions	21.69	17.73
		5,630.73	6,154.42
<b>3</b>	<b>Current liabilities</b>	-	-
	(a) Short-term borrowings	4,575.42	2,842.80
	(b) Trade payables	258.89	267.09

Particulars		As at 30th Sep, 2012	As at 31st March, 2012
		Rs. Crores	Rs. Crores
	(c) Other current liabilities	3,918.58	4,064.89
	(d) Short-term provisions	51.40	23.87
		8,804.29	7,198.66
	<b>Total</b>	<b>16,564.51</b>	<b>15,275.41</b>
<b>B</b>	<b>ASSETS</b>		
<b>1</b>	<b>Non-current assets</b>		
	(a) Fixed assets		
	(i) Tangible assets	28.29	27.95
	(ii) Intangible assets	-	0.01
	(b) Non-current investments	94.13	100.49
	(c) Deferred tax assets (net)	22.43	19.42
	(d) Long-term loans and advances	7,386.75	5,954.97
	(e) Other non-current assets	107.95	111.23
		7,639.55	6,214.07
<b>2</b>	<b>Current assets</b>		
	(a) Current investments	879.13	651.85
	(b) Trade receivables	1.85	2.58
	(c) Cash and bank balances	33.96	804.33
	(d) Short-term loans and advances	7,820.95	7,446.81
	(e) Other current assets	189.07	155.76
		8,924.96	9,061.34
	<b>Total</b>	<b>16,564.51</b>	<b>15,275.41</b>

## Statement of Profit and Loss for the year ended 30 Sep, 2012

Particulars		For the period ended 30 Sep, 2012	For the year ended 31 March, 2012
		Rs. Crores	Rs. Crores
<b>1</b>	<b>Revenue</b>	<b>1,060.62</b>	<b>1,805.11</b>
<b>2</b>	<b>Expenses</b>		
	(a) Employee benefits expense	24.70	45.14
	(b) Finance costs	635.42	1,002.52
	(c) Depreciation and amortisation expense	1.21	1.88
	(d) Other expenses	90.24	185.23
	<b>Total expenses</b>	<b>751.57</b>	<b>1,234.77</b>
<b>3</b>	<b>Profit before tax</b>	<b>309.05</b>	<b>570.34</b>
<b>4</b>	<b>Tax expense:</b>		
	(a) Current tax expense for current year	104.90	166.10
	(b) Current tax provision in respect of prior years written back (Net)	-	(0.45)
	(c) Net current tax expense	104.90	165.65
	(d) Deferred tax charge / (credit)	(3.00)	19.81
		101.90	185.46
<b>5</b>	<b>Profit for the year</b>	<b>207.15</b>	<b>384.88</b>

- 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

**I. NAME OF THE DEBENTURE TRUSTEE:**

The Debentures are being issued on a private placement basis. IDBI Trusteeship Services Limited has given their consent to the Issuer vide their letter dated June 10, 2011 for their name to be used as Trustee for the Debenture holders in relation to the Program.

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

The Issuer will be obtaining Short Term, Medium Term and Long Term Ratings as may be applicable from Rating Agencies from time to time. Rating of the respective issues will be informed to the investors in the respective Term Sheets.

Credit ratings obtained by the company are as follows:

Credit Rating	Rating Agency	Term
A1+	CRISIL	Short Term
AA+/Stable	CRISIL	Long Term (Non - Convertible Debentures & Tier II Subordinated Bonds)
PP-MLD AA+r/Stable	CRISIL	Long Term (Principal Protected Nifty Linked Non - Convertible Debentures)
AA+/Stable	ICRA	Long Term (Tier II Subordinated Bonds)

KMP's short term borrowing program has been assigned "A1+" by CRISIL. This has been reaffirmed vide their letter dated January 9, 2013.

KMP's long term borrowing program for Non-Convertible Debentures & Tier II Subordinated Bonds has been assigned "AA+/Stable" by CRISIL. This has been assigned by vide their letter dated January 10, 2013, January 9, 2013, December 14, 2012, November 19, 2012, August 27, 2012 and September 12, 2012 & June 14, 2012 respectively.

KMP's long term borrowing program for Nifty Linked Debentures has been assigned "PP-MLD AA+r/Stable" by CRISIL. This has been assigned by vide their letter dated January 9, 2013.

KMP's long term borrowing program for Tier II Subordinated Bonds has been assigned "AA+/ Stable" by ICRA. The same has been reaffirmed vide their letter dated January 11, 2013 & December 17, 2012.

Rating Symbols:

A1+	Very strong degree of safety regarding timely payment of financial obligations on the instrument.
CRISIL AA+	High degree of safety regarding timely payment of financial obligations on the instrument.
ICRA AA+	High degree of safety regarding timely servicing of financial obligations and such instrument carries very low credit risk.

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

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

None

**o. CONSENT LETTER FROM THE DEBENTURE TRUSTEE:**

Please refer the Annexure I

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

The designated stock exchange where the Debentures are proposed to be listed with Bombay Stock Exchange Limited.

**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. As, Kotak Mahindra Prime Ltd (KMP) issues debentures only on a private placement basis, creation of DRR is not applicable to KMP.

**ii. Issue/instrument specific regulations:**

The Board of Directors, at its meeting held on June 25, 2009 approved the issue of Debentures including Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s)('Bond') (Tier II capital and /or Nifty-Linked Non-Convertible Debentures(s) ("Debentures")) on a Private Placement basis in one or more tranches and series, for an amount not exceeding Rs. 30,000 crores. The Company may issue the Debentures in one or more tranches from time to time. Of the above, the Company intends to list Debentures which may be issued from time to time, for an amount not exceeding Rs. 12,000 crores.

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, Offer 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.

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.

**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 Corporate / 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 / Corporate 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 / Corporate 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****Terms of the Issue:**

Kotak Mahindra Prime Limited proposes to issue Debentures of the face value Rs.10,00,000/- each to be issued in one or more tranches aggregating Rs. 65 crores. The common terms are as given below. The specific terms of each tranche will be finalized closer to the actual date of issuance and will be submitted to the Stock Exchange at that point of time.

**Security Name:**

The specific name of security will be finalized closer to the actual date of issuance and will be informed to the investors in the respective Term Sheets for such issues.

**Nature of Debentures:**

The instrument would be in the nature of Non-Convertible Debentures and/or or Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ('Bonds') (Tier II capital).

Subordinated Debt Bonds in the nature of the Promissory Note(s) and/or Debenture(s) ('Bonds') (Tier II capital) - Seniority of Claims:

The Subordinated Debt Bonds will constitute direct, unsecured and subordinated obligations of the Company and the claims of the investors shall be:

- a) Superior to the claims of investors in instruments eligible for inclusion in Tier I capital; and
- b) Subordinate to the claims of all other creditors.

Issuance Physical / Demat mode & Trading mode:

The Company has made arrangements for issue and holding of Debentures in either physical or dematerialized form. Debentures issued in demat form would be traded in Demat mode only.

**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.

**Listing:**

The Debentures are proposed to be listed within 20 days from deemed date of allotment on Bombay Stock Exchange Limited.

**Credit Rating:**

The Issuer will be obtaining Short Term, Medium Term and Long Term Ratings as may be applicable from the Rating Agencies from time to time. Rating of the respective issues will be informed to the investors in the respective Term Sheets for such issues.

**Issue Size:**

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 or Market Linked Debentures in the nature of Debentures, of the face value Rs. 1,00,000/- each, to be issued in one or more tranches, aggregating to Rs.12,000 crores.

**Option to retain oversubscription:**

The Issuer may have the option to retain oversubscription and the same shall be mentioned in the applicable Term Sheet of the investor.

**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 immovable 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 immovable 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 immovable property, to use the capital, funds and assets of the Company as security for borrowing and acquisition of or rights in moveable and immovable 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.

**Details of utilization of the issue proceeds:**

The Issuer proposes to augment its resources to meet its requirements of funds to carry on its normal business operations of financing. The proceeds of the issue of Debentures would be utilized for general corporate objectives and purposes.

Coupon Rate / Coupon Date/ Coupon Payment Frequency/Step Up/Step Down Coupon Rate:

As mentioned in the applicable Term Sheet of the investor.

**Coupon Type:**

Fixed, floating or other coupon structure as mentioned in the applicable Term Sheet of the investor.

**Coupon Reset Process:**

Reset of rates, spread, effective date, interest rate cap and floor as mentioned in the applicable Term Sheet of the investor.

**Day Count Basis:**

*Basis of computation* - Day count convention (Actual # /Actual\*) –

**\* Days for Denominator:**

The denominator is either 365 (if the calculation period does not contain February 29) or 366 (if the calculation period includes February 29), 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 February 29.

**# Days for Numerator:**

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).

**Interest on Application Money:**

Interest on the application money (if any) at the applicable coupon rate (or any other rate as may be mutually agreed upon), will be paid via interest cheques / RTGS / credit to the allottee's bank account. Such interest will be paid for the period commencing from the date of realization of the cheque(s) / draft(s) up to but excluding the Date of Allotment. The interest cheques / instruction to credit allottee's bank account for interest payable on application money will be dispatched by Registered Post / Courier / Hand delivery on or before the working day of the Date of Allotment. It is clarified that interest shall not be paid on invalid and incomplete applications.

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. Where any deduction of Income Tax at source is made, the Company shall send to the Debenture holder (s) a certificate of Tax Deduction at source.

**Default Interest Rate:**

As mentioned in the applicable Term Sheet of the investor

**Tenor and Redemption Date:**

As mentioned in the applicable Term Sheet of the investor.

**Redemption Amount:**

As mentioned in the applicable Term Sheet of the investor.

**Redemption Premium/Discount:**

As mentioned in the applicable Term Sheet of the investor.

**Issue Price:**

The issue price would be decided for each respective issue. The debentures may be issued in respect of each issue either at par, at a discount or at a premium. The issue price in respect of each issue in case of issue at a discount or at a premium will be decided as per mutually agreed terms and will be informed to the investors in the respective Term Sheets.

Discount at which security is issued and the effective yield as a result of such discount:

As mentioned in the applicable Term Sheet of the investor.

**Put/Call Option:**

As mentioned in the applicable Term Sheet of the investor.

**Put/Call Option Date and Time:**

As mentioned in the applicable Term Sheet of the investor.

**Face Value:**

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.65 crores.

**Minimum Subscription:**

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:**

Date of Opening of the Issue	To be finalized
Date of Closing of the Issue	To be finalized
Pay-in Date	To be finalized
Deemed Date of Allotment	To be finalized

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.

**Issuance mode & Trading mode of the Instrument:**

The Company has made arrangements for issue and holding of Debentures in either physical or dematerialized form. Debentures issued in demat form would be traded in Demat mode only.

The Company has been issuing all listed debentures in Demat form. In case the Company issues listed debentures in Physical form, the Company undertakes that there shall be a common form of transfer for the Debentures and the provisions of the Companies Act, 1956 and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

**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 / Corporate 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.

**Business Day Convention:**

Unless stated otherwise in the respective Term Sheets, should any of the date(s), including interest payment date(s) and maturity date, as defined in the Schedule fall on a Saturday or a Sunday or a public holiday or no RTGS / ECS clearing, as applicable, is available for any reason what so ever at a place where the Registered / Corporate Office of the Company is situated, the next working day shall be considered as the effective date. In cases where it is not possible to determine disruption in RTGS / ECS clearing as stated above, one day prior to maturity date, the next working day shall be considered as the effective date. However, where Subordinated Debt Bonds are issued and held in Promissory Note form,

repayment on due date would be subject to provisions applicable under Section 25 of the Negotiable Instruments Act, 1881.

**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.

**Security:**

The Debentures are unsecured (Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ('Bonds'), Tier II capital) in terms of the Debenture Trust Deed dated June 15, 2011.

**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 Deed of Hypothecation;
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 / Corporate 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 20 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 dated June 15, 2011.

**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 / Corporate 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 / Corporate 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 Debentureholders 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 Corporate / Registered Office, at least seven working days before the relevant interest payment becoming due.

**C. MATERIAL CONTRACTS AND AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS:**

- Supplemental Agreement dated 29th June 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: January 15, 2013**  
**Place: Mumbai**

Annexure I

**IDBI Trusteeship Services Ltd.**

2591/ITSL/OPR/ CL/11-12/BT/239

June 10, 2011

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

**Regd. Office :**

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

**Kind Attn: - Mr. Jason Dalgado/Mr. Sundeep Chawla**

Dear Sir,

**Consent to act as Debenture Trustee for Subordinated Debt Bonds for Tier II Capital**

We refer to your letter dated 10<sup>th</sup> June 2011 and further our discussion regarding appointment of IDBI Trusteeship Services Ltd. as Debenture Trustee for Subordinated Debt Bonds for Tier II Capital aggregating to Rs.225 Crores to be raised by your company in one or more tranches from time to time. It would indeed be our pleasure to be associated with your esteemed organization as Debenture/Bond Trustee. In this connection, we confirm our acceptance to act as Debenture Trustee for the same.

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.

Looking forward to a long and fruitful association with your esteemed organization.

**Yours faithfully,**  
**For IDBI Trusteeship Services Limited**

**Vitthal Nawandhar**  
Senior Specialist.