

MEANT FOR USE OF THE ADDRESSEE ONLY



Kotak Mahindra Prime Limited

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)

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

Disclosure Document issued under  
RBI/2010-11/299 IDMD.PCD.No. 24/14.03.03/2010-11 dated December 6, 2010,  
(in accordance with disclosure document issued by Fixed Income Money Market and Derivatives  
Association of India (FIMMDA), in consultation with RBI)

Disclosures under the Disclosure Document is updated upto December 31, 2012

Private Placement of Non-Convertible Debentures of maturity upto one year of the face value of Rs. 10,00,000/- each and Nifty Linked Debenture of the face value of Rs.1,00,000/- each, to be issued in one or more tranches, aggregating to Rs. 5,000 crores (Amount Rs. 5,000 crores is the subset of the limit mentioned in Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 dated January 16, 2013).

#### GENERAL DISCLAIMER:

This document 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 Disclosure 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 document 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 in relation to such series and other documents in relation to such issuance. The terms and conditions contained in this 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 Disclosure (and necessary addendums to the Disclosure) on the other, the provisions contained in the Term Sheets shall prevail over and override the provisions of the Disclosure (and necessary addendums to the 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 any regulatory entity nor does any regulatory entity guarantee the accuracy or adequacy of this document.



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## SECTION I

### DEFINITIONS

Addendum	A periodic statement detailing changes to the Disclosure.
Act/Companies Act	The Companies Act, 1956 as amended from time to time.
Debentures	Debenture means Non-Convertible Debentures
Debentureholder	Each respective holder of the Debentures issued by the Company from time to time.
Depository	National Securities Depository Limited. (NSDL) and/or Central Depository Services Limited (CDSL).
Disclosure	This Disclosure Document through which the Debentures are being offered for private placement.
Issue/Issue by way of Private Placement	Placement of Non-Convertible Debentures, of the face value of Rs. 10,00,000/- each, to be issued in one or more tranches, aggregating to Rs.12,000 crores.
Issuer / Company / KMPL	Kotak Mahindra Prime Limited, a public limited company incorporated under the Companies Act. (Formerly known as Kotak Mahindra Primus Limited)
RBI Reserve Bank of India 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.
Stock Exchange Term Sheet/s	Bombay Stock Exchange Limited. The Term Sheet relating to each issue and allotment of Debentures pursuant to this Disclosure 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

AFC Asset Finance Company	
BSE Bombay Stock Exchange Limited	
CDSL	Central Depository Services Limited
CRISIL	Credit Rating Information Services of India Limited.
DP Depository Participant	
DP- ID	Depository Participant Identity Number
ECS Electronic Clearing System	
FCII Ford Credit International Inc. USA	
FCDs	Fully Convertible Debentures
FIMMDA	Fixed Income Money Market and Derivatives Association Of India
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
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	
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



### Cautionary Note

This Disclosure 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 Disclosure 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 Disclosure 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 Disclosure. Any information or representation not contained herein must not be relied upon as having being authorized by or on behalf of the Issuer. Neither the delivery of this Disclosure 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 Disclosure.

The distribution of this Disclosure or the application forms and the offer, sale, pledge or disposal of the Debentures may be restricted by law in certain jurisdictions. This Disclosure 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 Disclosure 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.





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## SECTION II

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### I. General Information

#### 1. 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.

#### 2. Details of CEO, MD & Directors The following are the name and address of CEO, MD & Directors and the name of companies where they are Directors as on December 31, 2012:

Names of the Directors	Designation	Residential Address	Names of companies where they are Directors
Mr. Uday Suresh Kotak	Chairman	62, NCPA Apts., Sir Dorabji Tata Marg, Nariman Point, Mumbai-400021.	1. Kotak Mahindra Bank Ltd. 2. Kotak Securities Ltd. 3. Kotak Mahindra Asset Management Company Ltd. 4. Kotak Mahindra Capital Company Ltd 5. Kotak Mahindra Old Mutual Life Insurance Ltd. 6. Kotak Forex Brokerage Ltd.
Mr. Dipak Brijmohandas Gupta	Director	Flat No. 32, A-Wing, Tanna Residency, 392, Veer Savarkar Marg, Opp. Siddhivinayak Temple, Mumbai-400025.	1. Kotak Mahindra Bank Ltd. 2. Kotak Forex Brokerage Ltd. 3. Kotak Mahindra Capital Company Ltd 4. Kotak Mahindra Investments Ltd. 5. Kotak Mahindra Old Mutual Life Insurance Ltd.
Mr. Chengalath Madhavan Kutty Jayaram	Director	Satguru Simran, 7 <sup>th</sup> Floor, 3rd Road, Almeida Park, Bandra (W), Mumbai-400050.	1. Kotak Mahindra Bank Ltd. 2. Kotak Mahindra Asset Management Co. Ltd. 3. Kotak Securities Ltd. 4. Kotak Mahindra Investments Ltd. 5. Kotak Mahindra (UK) Ltd. 6. Kotak Mahindra Inc. 7. Kotak Mahindra Advisors Ltd.



Names of the Directors	Designation	Residential Address	Names of companies where they are Directors
Mr. Mohan Narayan Shenoi	Director	Flat No. 53, 5th Floor, A Tower, Kalpataru Residency Road No. 8 Sion (East), Mumbai-400022.	Kotak Forex Brokerage Ltd.
Mr. Jaimin Mukund Bhatt	Director	3, Orion Apts. 29 A, Lalubhai, Park, Andheri (W), Mumbai-400058.	1. Business Standard Ltd. 2. Kotak Mahindra Capital Company Ltd. 3. Kotak Mahindra Investments Ltd. 4. Kotak Mahindra Advisors Ltd. 5. Kotak Mahindra Pension Fund Ltd. 6. Infina Finance Pvt. Ltd Ace Derivatives and Commodity Exchange Limited
Mr. Arvind Yashpal Kathpalia	Director	Flat No. 24, 12 <sup>th</sup> Floor, Sonmarg, 67B, Napean Sea Road, Mumbai-400016.	NIL
Mr. Krishnan Venkat Subramanian Manian	Director	31/32, Solitaire Bldg., Central Avenue Road, Santacruz (W), Mumbai-400054.	Kotak Mahindra Financial Services Limited
Mr. Narayan Subramaniam Ayyapankav	Director	2nd Floor, Silvares (Clares Villa), Plot No. 502, 13 <sup>th</sup> Road, Chembur, Mumbai- 400071.	1. Kotak Securities Ltd. 2. ACE Derivatives and Commodity Exchange Limited 3. Kotak Mahindra Investments Ltd. 4. Infina Finance Pvt. Ltd.
Ms. Shanti Angari Ekambaram	Director	101A, Kalpatru Habitat, Dr. S. S. Rao, Road, Parcel, Mumbai-400012.	1. Kotak Mahindra Capital Company Ltd. 2. Kotak Investment Advisors Ltd. 3. ACE Derivatives and Commodity Exchange Limited
Mr. Sumit Taraknath Bali	CEO & Manager	Flat 101, Vasundhara, Janaki Kutir, Juhu Church Road, Juhu, Mumbai-400049.	Equifax Credit Information Services Pvt. Ltd.

**3. Declaration of important dates and reference:**

- a) Date of opening of the issue: As mentioned in the applicable Term Sheets
- b) Date of Closing of the issue: As mentioned in the applicable Term Sheets
- c) Date of Earliest Closing of the Issue: As mentioned in the applicable Term Sheets
- d) Issue Reference : As mentioned in the applicable Term Sheets

**4. Name and address of the auditors and Lead Managers/ Arrangers:**

As mentioned in the applicable Term Sheets.



**5. Name & Address of the Debenture Trustee, Compliance Officer:**

<b>Debenture Trustees :</b> 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
<b>Compliance Officer :</b> Mr. Harish Shah Kotak Mahindra Prime Limited Kotak Infinity, 4 <sup>th</sup> Floor, Building No 21, Infinity Park, Off Western Express Highway, General A.K.Vaidya Marg, Mumbai - 400 097 Tel. No. 022-6605 6825, Fax No: 022- 6725 9076 Email id: <a href="mailto:harish.shah@kotak.com">harish.shah@kotak.com</a> Investor Grievance Email id : <a href="mailto:investorgrievance.kmp@kotak.com">investorgrievance.kmp@kotak.com</a>

**6. Consent Letter from the Debenture Trustee:**

IDBI Trusteeship Services Limited has given their consent to the Issuer vide their letter dated December 19, 2012, for their name to be used as Trustee for the Debenture issuances of the Company.

**7. Rating from the Rating Agency:**

The Issuer will be obtaining Short Term Rating from Rating Agencies from time to time. Rating of the respective issues will be informed to the investors in the respective Term Sheets. Short Term Credit ratings obtained by the company are as follows:

Credit Rating	Rating Agency	Term
A1+	CRISIL	Short Term

KMP's short term borrowing program has been assigned "A1+" by CRISIL. This has been reaffirmed vide their letter dated April 5, 2013.

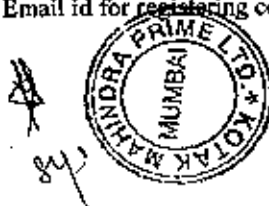
Rating Symbols: A1+ (Very strong degree of safety regarding timely payment of financial obligations on the instrument.)

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

**8. Investor Grievances**

Any investor grievance shall be sent to the address of the designated Compliance Officer. Investors could electronically mail details of their grievance to the following designated e-mail id exclusively maintained for the purpose of registering complaints by investors.

Email id for registering complaints: "[investorgrievance.kmp@kotak.com](mailto:investorgrievance.kmp@kotak.com)"





## II. Particulars of the Issue.

### 1. Objective

The Issuer, being permitted by its Board by the resolution passed in the meeting dated December 13, 2012 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.

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

To carry on, in India or elsewhere, the business of retail financing retail leasing (financing and operating leases) fleet leasing (financing and operating leases), dealer inventory financing, dealer capital financing, dealer equipment financing, dealer real estate financing, factoring of dealer receivables, insurance products, (to the extent the Company may legally engage in the insurance business under Indian law) and other related after-sales products, with respect to vehicles, to also carry on the business of all kinds of financing including lending, to also carry on the business of a leasing and hire purchase company and investments and finance company and, in this connection and for any other business, to undertake all types of leasing and hire purchase business and financing of consumers, individual or corporate, retailing to all kinds of vehicles, aircrafts, ships, machinery, plant, equipment, factories, rolling stock, consumer durables, moveable and immoveable property, to arrange or syndicate leasing or hire purchase business, to engage in the activity of securitization of loan portfolio, to undertake bills discounting business to purchase, finance, discount, re-discount bills of exchange, to act as a discount and acceptance house to arrange acceptance or co-acceptance of bills, to undertake real estate business, to buy, sell, lease or finance the buying and selling and trading in immoveable property, land, buildings, real estate, factories, to borrow, to lend, to negotiate loans, to transact business as promoters financiers, monetary agents, to borrow monies, to lend, to negotiate loans, to carry on the business of a company established with the object of financing industrial enterprises within the meaning of Section 370 of Companies Act, 1956, to invest the capital, or other funds of the company in purchase or acquisition of or rights in moveable and immoveable property, to use the capital, funds and assets of the Company as security for borrowing and acquisition of or rights in moveable and immoveable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, or to finance their acquisition or leasing or hire purchase, to raise or provide venture capital, to promote or finance the promotion of joint stock companies, to mobilise funds through various instruments from companies, banks, corporate bodies, non banking financial companies, to invest in, to underwrite, to manage the issue of and to invest and trade in the shares or other securities, of any body 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.

### 2. Project cost and means of financing (including contribution of promoters) in case of new projects

Not applicable.

### 3. Redemption amount, period of maturity, yield on redemption

As mentioned in the applicable Term Sheets



#### 4. Summary term sheet detailing brief information pertaining to the issue

##### Nature of Debentures

The instrument would be in the nature of Non-Convertible Debentures of maturity upto one year.

##### Authorisation:

The Issuer is authorized to make this issue vide the resolution of the board of director passed in the meeting held on December 13, 2012.

Any of the following officers are authorised to issue this Disclosure Document:

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

##### Proposed date of the Issue

As mentioned in the applicable Term Sheets

##### Issue Size and Terms of the Issue

Kotak Mahindra Prime Limited proposes to issue Debentures of the face value of Rs.10,00,000/- each and Nifty Linked Debenture of the face value of Rs.1,00,000/- each to be issued in one or more tranches aggregating Rs. 5,000crores.

##### Consideration other than cash

Not Applicable

##### 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.



**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.

**Tenor and Redemption Date**

As mentioned in the applicable Term Sheets.

**Coupon Rate / Coupon Date/ Pay in date**

As mentioned in the applicable Term Sheets.

**Redemption Date**

As mentioned in the applicable Term Sheet of the investor.

**Put/Call Option**

As mentioned in the applicable Term Sheets.

**Listing**

In case Debentures issued are to be listed, the Debentures shall be listed on Bombay Stock Exchange Limited.

**Market Lot**

The minimum lot size for trading of the Debentures is proposed to be one Debenture.

**Security**

The Debentures (excluding Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ("Bonds"), Tier II capital) shall be issued against mortgage with a cover of 1.0 times ("Required Security Cover") on Immovable Property and Movable Property of the Company wherein a charge in the nature of mortgage is created on the properties hereby made as security in favour of the Debenture Trustee for and on behalf of and for the benefit of the Debenture holders for the repayment / payment of the Principal Amount outstanding; (description of property mentioned below and as more specifically described in Schedule 2 of the registered Debenture Trust Deed dated January 7, 2013) on a pari-passu charge basis in terms of the registered Debenture Trust Deed dated January 7, 2013.

**"Immovable Property"**

Description of Property ("Mortgaged Premises"): No.35-D . at Mahindra Park constructed on land bearing C.T.S. no.175 situated at Lal Bahadur Shastri Marg, Ghatkopar (West), Mumbai 400 086 of Village Kirol, Taluka, Kurla BSD. Cost at which property was purchased - Rs.18,07,472/- (Rupees Eighteen Lakhs Seven Thousand Four Hundred and Seventy Two Only).

"Moveable Properties" shall mean:

- (a) the receivables (including interest) of the Company arising out of loan, lease and hire purchase transactions, outstanding as on a date,
- (b) other book debts;
- (c) such other current assets as may be identified by the Company from time to time and accepted by the Debenture Trustee; and
- (d) Investments;



### Enforcement of Security

No Debentureholder shall be entitled to call upon the Debenture Trustee to commence any enforcement proceedings under this Disclosure or participate in any enforcement proceedings under this Disclosure unless an Event of Default has occurred and is continuing under any of such Debentureholder's Term Sheet.

### 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 Disclosure 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 Disclosure 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.

### Issue Disclosure

Date of Opening of the Issue	As mentioned in the applicable Term Sheets.
Date of Closing of the Issue	As mentioned in the applicable Term Sheets.
Date of Earliest Closing of the Issue	As mentioned in the applicable Term Sheets.

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 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 in relation to such series and other documents in relation to such issuance. The terms and conditions contained in this 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 Disclosure (and necessary addendums to the Disclosure) on the other, the provisions contained in the Term Sheets shall prevail over and override the provisions of the Disclosure (and necessary addendums to the Disclosure) for all intents and purposes.

#### **Issuance Physical / Demat mode and 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.

#### **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.

#### **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".

#### **Deemed Date of Allotment**

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

#### **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.

#### **Credit Rating:**

The Issuer will be obtaining Short Term 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.

#### **Payment Procedure (Settlement)**

- **Interest 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 allottees 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.

- **Computation of Interest**

*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).

- **Effect of Holidays**

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 Disclosure 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.

- **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.

**Payment on Redemption Date (Settlement)**

The payment of the redemption amount of the Debentures will be made by the Company to the Registered Debentureholders 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 Debentureholders 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 Debentureholders.

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 Debentureholders 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 Debentureholders whose name appears in the Register of Debentureholders on the record date. Such payment will be a legal discharge of the liability of the Company towards the Debentureholders. On such payment being made, the Company will inform NSDL/CDSL and accordingly, the depository account of the Debentureholders with NSDL/CDSL will be debited.

The Company's liability to the Debentureholders 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.

#### **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.

### **III. Other Required Information:**

#### **1. Brief Summary of the business / activities of the issuer and its line of business:**

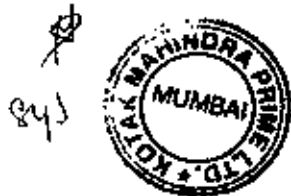
The Company is a systemically important NBFC not accepting public deposits (NBFC-ND-SI). The Company has been certified as an "Asset Finance Company" (AFC) by the RBI. The Company is primarily in the business of car financing that encompasses major portion of the Company's assets. The Company offers 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.

(Also refer the main object clause of the Company under the section "Objective" in "Particulars of Issue")

#### **2. Brief history since incorporation and changes in capital structure:**

##### **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. Recently, 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 downsell 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. 17,264 crores, of which car finance assets constitute about Rs. 12,628 crores, as at December 31, 2012.
- The Company has presence in major car markets across about 68 branches in India, including representative offices, and has a distribution network supported by Direct Marketing Associates, brokers and distribution agencies and services around 3.06 lakh live customers as at December 31, 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.

**Share Capital History of the Company**

The details of allotment of Equity Shares of the Company since inception are given below:

Sr. No.	Description / Names of the Allottee	Date of Allotment	No. of Equity Shares of Rs. 10 each	Price per Share	Issue Amount (Rs.)
1	Kotak Mahindra Finance Limited	February 28, 1996	20	10	200
	Other subscribers to the Memorandum & Articles of Association of the Company		80	10	800
2	Kotak Mahindra Finance Limited	September 25, 1996	5,99,900	10	59,99,000
3	Ford Credit International Inc., U.S.A.	October 10, 1996	4,00,000	Rs. 10 each at a premium of Rs. 3587.78 per share	1,43,91,12,000
4	Kotak Mahindra Finance Limited	December 31, 1996	1,47,825	Rs. 10 each	14,78,250
	Ford Credit International Inc., U.S.A.	December 31, 1996	98,550	Rs. 10 each at a premium of Rs. 3590 per share	35,47,80,000
5	Kotak Mahindra Finance Limited	December 31, 1997	1,47,825	Rs. 10 each	14,78,250
	Ford Credit International Inc., U.S.A.	December 31, 1997	98,550	Rs. 10 each at a premium of Rs. 3590 per share	35,47,80,000
6	Kotak Mahindra Finance Limited	December 31, 1998	1,47,825	Rs. 10 each	14,78,250
	Ford Credit International Inc., U.S.A.	December 31, 1998	98,550	Rs. 10 each at a premium of Rs. 3590 per share	35,47,80,000
Sr. No.	Description / Names of the Allottee	Date of Allotment	No. of Equity Shares of Rs. 10	Price per Share	Issue Amount (Rs.)



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			each		
7	Kotak Mahindra Finance Limited	December 18, 1999	1,47,825	Rs. 10 each	14,78,250
	Ford Credit International Inc., U.S.A.	December 18, 1999	98,550	Rs. 10 each at a premium of Rs. 3590 per share	35,47,80,000
8	Kotak Mahindra Finance Limited	December 28, 2000	1,47,825	Rs. 10 each	14,78,250
	Ford Credit International Inc., U.S.A.	December 28, 2000	98,550	Rs. 10 each at a premium of Rs. 3590 per share	35,47,80,000
9	Kotak Mahindra Finance Limited	December 20, 2001	1,47,825	Rs. 10 each	14,78,250
	Ford Credit International Inc., U.S.A.	December 20, 2001	98,550	Rs. 10 each at a premium of Rs. 3590 per share	35,47,80,000
10	Kotak Mahindra Finance Limited	December 16, 2002	1,47,825	Rs. 10 each	14,78,250
	Ford Credit International Inc., U.S.A.	December 16, 2002	98,550	Rs. 10 each at a premium of Rs. 3590 per share	35,47,80,000
11	Kotak Mahindra Bank Limited	December 23, 2003	1,47,825	Rs. 10 each	14,78,250
	Ford Credit International Inc., U.S.A.	December 23, 2003	98,550	Rs. 10 each at a premium of Rs. 3590 per share	35,47,80,000
12.	Kotak Mahindra Asset Management Company Limited	January 30, 2006	36,000	Rs. 10 each at a premium of Rs. 1648.75	5,93,55,000
13	Kotak Securities Limited	October 29, 2007	2,54,900	Rs. 10 each at a premium of Rs. 1952	50,01,13,800
14	Kotak Securities Limited	March 31, 2010	2,23,300	Rs. 10 each at a premium of Rs. 3740	87,48,75,000

As on December 31, 2012, the share capital of the Company was Rs.3,49,52,000/- consisting of 34,95,200 equity shares of Rs. 10 each.

Notes to Share Capital History of the Company:



1. 11,82,600 Fully Convertible Debentures (FCDs) were allotted to Kotak Mahindra Finance Limited on September 28, 1996. Out of the above, 1,47,825 FCDs were converted into equity shares of Rs. 10 each every year, for a period of 8 years, commencing December 31, 1996.
2. The name of Kotak Mahindra Finance Limited was subsequently changed to Kotak Mahindra Bank Limited, consequent to its conversion into a bank w.e.f. 22nd March 2003.
3. 98,550 Fully Convertible Debentures (FCDs) were allotted to Ford Credit International Inc., U.S.A., each year for a period of eight years, commencing December 31, 1996. These FCDs were converted into 98,550 Equity shares of Rs. 10 each (at a premium of Rs. 3,590 per share), immediately on allotment.

**Capital structure of the Company as at December 31, 2012.**

Particulars	Amount (Rs. In Lakhs)
<b>(a) Authorised</b>	
Equity shares of ` 10 each with voting rights	350.00
Redeemable preference shares of `10 each	300.00
<b>(b) Issued</b>	
Equity shares of ` 10 each with voting rights	349.52
Redeemable preference shares of `10 each	100.00
<b>(c) Subscribed and fully paid up</b>	
Equity shares of ` 10 each with voting rights	349.52
Redeemable preference shares of `10 each	100.00
<b>D. Securities Premium Account (before and after issue)</b>	<b>67,009.66</b>

**3. Details of Security**

As per section "Summary term sheet detailing brief information pertaining to the issue" above.

**4. Details of guarantee, if any**

Not applicable



5. Details of other Borrowings including any other issue of debt Securities in past.

The following are the details of the Borrowings outstanding as on December 31, 2012.

KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
455	BL	NA	100.0000	10.5	On Maturity	Fixed	2-Jan-13
454	BL	NA	50	10.25	On Maturity	Fixed	2-Jan-13
449	BL	NA	100	10.75	On Maturity	Fixed	3-Jan-13
456	BL	NA	25	9.75	On Maturity	Fixed	7-Jan-13
288	BL	NA	200.1893	9.8275	Monthly	Fixed	8-Feb-13
451	BL	NA	75	9.75	Monthly	Fixed	28-Mar-13
416	BL	NA	30	9.6	Monthly	Fixed	17-May-13
374	BL	NA	75	10	Monthly	Fixed	21-May-13
276	BL	NA	150	10.75	Monthly	Fixed	19-Jun-13
277	BL	NA	150	10.75	Monthly	Fixed	21-Jun-13
433	BL	NA	120	9.6	Monthly	Fixed	1-Jul-13
222	BL	NA	92	10.36	Monthly	Fixed	24-Jan-14
104	BL	NA	100	(Base Rate+15 Bps)	On Maturity	Floating	2-Jan-13
388	BL	NA	50	(Base Rate+25 Bps)	Monthly	Floating	23-Jan-13
345	BL	NA	100	(Base Rate+10 Bps)	Monthly	Floating	28-Feb-13
179	BL	NA	50	(Base Rate+50 Bps)	Monthly	Floating	28-Mar-13
418	BL	NA	100	Base Rate	Monthly	Floating	21-May-13
421	BL	NA	100	Base Rate	Monthly	Floating	30-May-13
452	BL	NA	100	(Base Rate+05 Bps)	Monthly	Floating	28-Jun-13
453	BL	NA	50	Base Rate	Monthly	Floating	28-Jun-13
457	BL	NA	100	Base Rate	Monthly	Floating	30-Jun-13
446	BL	NA	100	Base Rate	Monthly	Floating	24-Jul-13
290	BL	NA	50	(Base Rate+50 Bps)	Monthly	Floating	16-Aug-13
399	BL	NA	100	(Base Rate+05 Bps)	Monthly	Floating	27-Sep-13
393	BL	NA	100	Base Rate	Monthly	Floating	29-Nov-13
311	BL	NA	100	Base Rate	Monthly	Floating	23-Dec-13
318	BL	NA	100	Base Rate	Monthly	Floating	30-Dec-13
343	BL	NA	100	Base Rate	Monthly	Floating	30-Dec-13
340	BL	NA	100	Base Rate	Monthly	Floating	24-Feb-14
352	BL	NA	100	(Base Rate+25 Bps)	Monthly	Floating	19-Mar-14
363	BL	NA	200	Base Rate	Monthly	Floating	28-Mar-14
361	BL	NA	75	(Base Rate+15 Bps)	Monthly	Floating	28-Mar-14
402	BL	NA	75	Base Rate	Monthly	Floating	28-Mar-14
359	BL	NA	50	(Base Rate+25 Bps)	Monthly	Floating	28-Mar-14
365	BL	NA	350	(Base Rate+25 Bps)	Monthly	Floating	30-Mar-14



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
367	BL	NA	50	(Base Rate+25 Bps)	Monthly	Floating	30-Apr-14
270	BL	NA	200	(Base Rate+50 Bps)	Monthly	Floating	15-Jun-14
383	BL	NA	125	(Base Rate+20 Bps)	Monthly	Floating	27-Jun-14
414	BL	NA	200	Base Rate	Monthly	Floating	7-Nov-14
415	BL	NA	100	Base Rate	Monthly	Floating	14-Nov-14
427	BL	NA	125	Base Rate	Monthly	Floating	1-Dec-14
426	BL	NA	150	Base Rate	Monthly	Floating	10-Dec-14
100	CC	NA	100	(Base Rate+40 Bps)	On Maturity	Floating	4-Jan-13
101	CC	NA	100	Base Rate	On Maturity	Floating	7-Jan-13
103	CC	NA	125	(Base Rate+50 Bps)	On Maturity	Floating	7-Jan-13
102	CC	NA	40	(Base Rate+100 Bps)	On Maturity	Floating	7-Jan-13
609	CP	INE916D14MM6	200	0.00	Zero Coupon	Fixed	2-Jan-13
675	CP	INE916D14NR3	200	0.00	Zero Coupon	Fixed	7-Jan-13
676	CP	INE916D14NR3	50	0.00	Zero Coupon	Fixed	7-Jan-13
652	CP	INE916D14NH4	25	0.00	Zero Coupon	Fixed	9-Jan-13
582	CP	INE916D14MA1	10	0.00	Zero Coupon	Fixed	10-Jan-13
682	CP	INE916D14NT9	100	0.00	Zero Coupon	Fixed	18-Jan-13
686	CP	INE916D14NW3	50	0.00	Zero Coupon	Fixed	22-Jan-13
638	CP	INE916D14NA9	150	0.00	Zero Coupon	Fixed	30-Jan-13
658	CP	INE916D14NA9	10	0.00	Zero Coupon	Fixed	30-Jan-13
471	CP	INE916D14KF4	30	0.00	Zero Coupon	Fixed	13-Feb-13
471	CP	INE916D14KF4	10.6	0.00	Zero Coupon	Fixed	13-Feb-13
475	CP	INE916D14KG2	50	0.00	Zero Coupon	Fixed	15-Feb-13
476	CP	INE916D14KG2	50	0.00	Zero Coupon	Fixed	15-Feb-13
706	CP	INE916D14KG2	55	0.00	Zero Coupon	Fixed	15-Feb-13
593	CP	INE916D14MG8	25	0.00	Zero Coupon	Fixed	18-Feb-13
477	CP	INE916D14KH0	25	0.00	Zero Coupon	Fixed	22-Feb-13
477	CP	INE916D14KH0	25	0.00	Zero Coupon	Fixed	22-Feb-13
707	CP	INE916D14KH0	30	0.00	Zero Coupon	Fixed	22-Feb-13
637	CP	INE916D14MZ8	75	0.00	Zero Coupon	Fixed	25-Feb-13
715	CP	INE916D14MN4	25	0.00	Zero Coupon	Fixed	28-Feb-13
619	CP	INE916D14MN4	50	0.00	Zero Coupon	Fixed	28-Feb-13
610	CP	INE916D14MN4	10	0.00	Zero Coupon	Fixed	28-Feb-13
613	CP	INE916D14MN4	50	0.00	Zero Coupon	Fixed	28-Feb-13
624	CP	INE916D14MN4	10	0.00	Zero Coupon	Fixed	28-Feb-13
483	CP	INE916D14KJ6	50	0.00	Zero Coupon	Fixed	1-Mar-13
604	CP	INE916D14MI4	20	0.00	Zero Coupon	Fixed	4-Mar-13



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
636	CP	INE916D14MY1	25	0.00	Zero Coupon	Fixed	5-Mar-13
526	CP	INE916D14LA3	15	0.00	Zero Coupon	Fixed	7-Mar-13
580	CP	INE916D14LA3	20	0.00	Zero Coupon	Fixed	7-Mar-13
677	CP	INE916D14NQ5	50	0.00	Zero Coupon	Fixed	11-Mar-13
712	CP	INE916D14OH2	100	0.00	Zero Coupon	Fixed	13-Mar-13
704	CP	INE916D14OG4	100	0.00	Zero Coupon	Fixed	14-Mar-13
501	CP	INE916D14KN8	5	0.00	Zero Coupon	Fixed	19-Mar-13
506	CP	INE916D14KP3	30	0.00	Zero Coupon	Fixed	21-Mar-13
713	CP	INE916D14OI0	3	0.00	Zero Coupon	Fixed	25-Mar-13
552	CP	INE916D14LS5	40	0.00	Zero Coupon	Fixed	28-Mar-13
651	CP	INE916D14NG6	50	0.00	Zero Coupon	Fixed	5-Apr-13
653	CP	INE916D14NG6	50	0.00	Zero Coupon	Fixed	5-Apr-13
654	CP	INE916D14NI2	50	0.00	Zero Coupon	Fixed	19-Apr-13
534	CP	INE916D14LE5	5.45	0.00	Zero Coupon	Fixed	8-May-13
533	CP	INE916D14LE5	4.55	0.00	Zero Coupon	Fixed	8-May-13
523	CP	INE916D14KX7	50	0.00	Zero Coupon	Fixed	20-May-13
524	CP	INE916D14KY5	75	0.00	Zero Coupon	Fixed	21-May-13
525	CP	INE916D14KZ2	5	0.00	Zero Coupon	Fixed	22-May-13
525	CP	INE916D14KZ2	5	0.00	Zero Coupon	Fixed	22-May-13
525	CP	INE916D14KZ2	5	0.00	Zero Coupon	Fixed	22-May-13
535	CP	INE916D14LF2	8	0.00	Zero Coupon	Fixed	11-Jun-13
551	CP	INE916D14LR7	37	0.00	Zero Coupon	Fixed	26-Jun-13
659	CP	INE916D14NJ0	50	0.00	Zero Coupon	Fixed	10-Jul-13
569	CP	INE916D14LV9	5	0.00	Zero Coupon	Fixed	19-Jul-13
566	CP	INE916D14LV9	5	0.00	Zero Coupon	Fixed	19-Jul-13
678	CP	INE916D14NS1	30	0.00	Zero Coupon	Fixed	26-Jul-13
585	CP	INE916D14MD5	103	0.00	Zero Coupon	Fixed	13-Aug-13
587	CP	INE916D14MD5	100	0.00	Zero Coupon	Fixed	13-Aug-13
688	CP	INE916D14NX1	20	0.00	Zero Coupon	Fixed	23-Aug-13
635	CP	INE916D14MX3	40	0.00	Zero Coupon	Fixed	25-Sep-13
643	CP	INE916D14ND3	25	0.00	Zero Coupon	Fixed	26-Sep-13
649	CP	INE916D14NE1	50	0.00	Zero Coupon	Fixed	4-Oct-13
650	CP	INE916D14NF8	50	0.00	Zero Coupon	Fixed	8-Oct-13
665	CP	INE916D14NL6	50	0.00	Zero Coupon	Fixed	24-Oct-13
671	CP	INE916D14NO0	50	0.00	Zero Coupon	Fixed	29-Oct-13
670	CP	INE916D14NM4	5.25	0.00	Zero Coupon	Fixed	30-Oct-13
689	CP	INE916D14NV5	25	0.00	Zero Coupon	Fixed	22-Nov-13



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
687	CP	INE916D14NV5	100	0.00	Zero Coupon	Fixed	22-Nov-13
685	CP	INE916D14NV5	100	0.00	Zero Coupon	Fixed	22-Nov-13
690	CP	INE916D14NY9	25	0.00	Zero Coupon	Fixed	26-Nov-13
694	CP	INE916D14OA7	30	0.00	Zero Coupon	Fixed	3-Dec-13
696	CP	INE916D14OC3	35	0.00	Zero Coupon	Fixed	5-Dec-13
714	CP	INE916D14OJ8	25	0.00	Zero Coupon	Fixed	30-Dec-13
84	ICD		30	9.25	On Maturity	Fixed	7-Jan-13
1876	NCD	INE916D074F6	2.2	10.05	Annual	Fixed	10-Jan-13
1760	NCD	INE916D073A9	50	8.3	Annual	Fixed	11-Jan-13
1482	NCD	INE916D07U91	25	8.5	Annual	Fixed	11-Jan-13
1888	NCD	INE916D072G8	6	10.25	Annual	Fixed	30-Jan-13
1891	NCD	INE916D075G1	15	10.5	Annual	Fixed	8-Feb-13
1891	NCD	INE916D075G1	10	10.5	Annual	Fixed	8-Feb-13
1899	NCD	INE916D073H4	46.5	11.0273	On Maturity	Fixed	15-Feb-13
1897	NCD	INE916D071H8	1.8	10.58	Annual	Fixed	6-Mar-13
2064	NCD	INE916D070T5	75	10.3% Compounded Annually	On Maturity	Fixed	13-Mar-13
1997	NCD	INE916D071N6	10	10.09	Zero Coupon	Fixed	19-Mar-13
1636	NCD	INE916D07X49	35	8.6	Annual	Fixed	1-Apr-13
1903	NCD	INE916D076H7	15	10.3	Annual	Fixed	29-Mar-13
1903	NCD	INE916D076H7	5	10.3	Annual	Fixed	29-Mar-13
2057	NCD	INE916D073S1	6	9.8	Zero Coupon	Fixed	3-Apr-13
1998	NCD	INE916D072N4	15	10.07	Zero Coupon	Fixed	5-Apr-13
1999	NCD	INE916D073N2	11.6	10.16	Zero Coupon	Fixed	9-Apr-13
1905	NCD	INE916D078H3	15	10.4	Annual	Fixed	12-Apr-13
2000	NCD	INE916D075N7	8.7	10.42	Zero Coupon	Fixed	17-Apr-13
2060	NCD	INE916D076S4	6	9.8	Zero Coupon	Fixed	19-Apr-13
1839	NCD	INE916D079C2	75	9	Annual	Fixed	19-Apr-13
2015	NCD	INE916D073O0	15	10.37	Zero Coupon	Fixed	22-Apr-13
1992	NCD	INE916D078M3	35	10.15	Annual	Fixed	26-Apr-13
1992	NCD	INE916D078M3	25	10.15	Annual	Fixed	26-Apr-13
1992	NCD	INE916D078M3	65	10.15	Annual	Fixed	26-Apr-13
2006	NCD	INE916D070O6	12	10.42	Zero Coupon	Fixed	26-Apr-13
1906	NCD	INE916D079H1	50	10.75	Annual	Fixed	26-Apr-13
1907	NCD	INE916D070I8	10	10.75	Annual	Fixed	26-Apr-13
1908	NCD	INE916D071I6	50	10.75	Annual	Fixed	29-Apr-13
2087	NCD	INE916D078U6	13	10.45	Zero Coupon	Fixed	30-Apr-13



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
2097	NCD	INE916D076V8	70	9.95% Compounded Annually	On Maturity	Fixed	2-May-13
1671	NCD	INE916D07Y89	20	8.25	Annual	Fixed	3-May-13
1671	NCD	INE916D07Y89	5	8.25	Annual	Fixed	3-May-13
1670	NCD	INE916D07Y71	48	8.25	Annual	Fixed	6-May-13
1670	NCD	INE916D07Y71	2	8.25	Annual	Fixed	6-May-13
2014	NCD	INE916D072O2	15	10.37	Zero Coupon	Fixed	6-May-13
1668	NCD	INE916D07Y63	35	8.25	Zero Coupon	Fixed	6-May-13
2019	NCD	INE916D075O5	50	10.3	Zero Coupon	Fixed	16-May-13
1974	NCD	INE916D076I5	25	11.00	Annual	Fixed	20-May-13
2073	NCD	INE916D076T2	9.3	9.75	Zero Coupon	Fixed	21-May-13
2026	NCD	INE916D072P9	3.5	10.2	Zero Coupon	Fixed	23-May-13
1972	NCD	INE916D078I1	25	11.1	Annual	Fixed	24-May-13
2035	NCD	INE916D071Q9	23	10.10	Zero Coupon	Fixed	28-May-13
2029	NCD	INE916D075P2	7.7	10.26	Zero Coupon	Fixed	29-May-13
1708	NCD	INE916D07Z70	0.5	8.35	Annual	Fixed	30-May-13
1708	NCD	INE916D07Z70	69.5	8.35	Annual	Fixed	30-May-13
2046	NCD	INE916D072R5	5	9.99	Zero Coupon	Fixed	6-Jun-13
1934	NCD	INE916D070J6	25	11.10	Annual	Fixed	7-Jun-13
1935	NCD	INE916D071J4	61.6	11.00	Zero Coupon	Fixed	10-Jun-13
2033	NCD	INE916D079P4	12	10.05	Zero Coupon	Fixed	11-Jun-13
2034	NCD	INE916D070Q1	5.8	10.1	Zero Coupon	Fixed	12-Jun-13
2040	NCD	INE916D076Q8	44.1	10.01	Zero Coupon	Fixed	17-Jun-13
2044	NCD	INE916D070R9	12	9.95	Zero Coupon	Fixed	19-Jun-13
2085	NCD	INE916D076U0	3.3	9.9	Zero Coupon	Fixed	21-Jun-13
2042	NCD	INE916D078Q4	21	10.05	Zero Coupon	Fixed	24-Jun-13
2045	NCD	INE916D071R7	4.7	9.99	Zero Coupon	Fixed	24-Jun-13
2048	NCD	INE916D074R1	8.6	9.95	Zero Coupon	Fixed	27-Jun-13
2050	NCD	INE916D076R6	10	9.80	Zero Coupon	Fixed	2-Jul-13
2043	NCD	INE916D079Q2	12	9.95	Zero Coupon	Fixed	8-Jul-13
1961	NCD	INE916D077K9	25	10.32	Zero Coupon	Fixed	10-Jul-13
2055	NCD	INE916D071S5	17.2	9.85	Zero Coupon	Fixed	16-Jul-13
2059	NCD	INE916D075S6	5.2	9.80	Zero Coupon	Fixed	17-Jul-13
1951	NCD	INE916D079J7	15	10.40	Annual	Fixed	18-Jul-13
1956	NCD	INE916D072K0	10	10.25	Annual	Fixed	18-Jul-13
2047	NCD	INE916D073R3	6	9.95	Zero Coupon	Fixed	18-Jul-13
1885	NCD	INE916D079F5	2.8	10.25	Annual	Fixed	19-Jul-13





KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
2056	NCD	INE916D072S3	5	9.87	Zero Coupon	Fixed	22-Jul-13
2095	NCD	INE916D075V0	7.2	10.05	Zero Coupon	Fixed	22-Jul-13
1988	NCD	INE916D076M7	25	10.20	Annual	Fixed	24-Jul-13
2166	NCD	INE916DA7022	150	9.80	On Maturity	Fixed	26-Jul-13
1968	NCD	INE916D072L8	15	10.25	Annual	Fixed	29-Jul-13
2112	NCD	INE916D070X7	15	10.09% Compounded Annually	On Maturity	Fixed	1-Aug-13
1971	NCD	INE916D075L1	8	9.85	Zero Coupon	Fixed	9-Aug-13
1970	NCD	INE916D074L4	25	10	Annual	Fixed	12-Aug-13
2070	NCD	INE916D074T7	4.6	9.85	Zero Coupon	Fixed	14-Aug-13
2072	NCD	INE916D075T4	13.5	9.85	Zero Coupon	Fixed	19-Aug-13
1975	NCD	INE916D077L7	5	10	Annual	Fixed	26-Aug-13
2066	NCD	INE916D071T3	46.1	9.90	Zero Coupon	Fixed	30-Aug-13
2066	NCD	INE916D071T3	47.9	9.90	Zero Coupon	Fixed	30-Aug-13
2065	NCD	INE916D071T3	9	9.9	Zero Coupon	Fixed	30-Aug-13
2065	NCD	INE916D071T3	25	9.9	Zero Coupon	Fixed	30-Aug-13
1810	NCD	INE916D072B9	8	9.1	Annual	Fixed	2-Sep-13
1980	NCD	INE916D078L5	15.5	10.2	Zero Coupon	Fixed	6-Sep-13
1981	NCD	INE916D079L3	45	10.20	Annual	Fixed	11-Sep-13
1981	NCD	INE916D079L3	5	10.2	Annual	Fixed	11-Sep-13
1983	NCD	INE916D071M8	25	10.20	Annual	Fixed	11-Sep-13
1982	NCD	INE916D070M0	50	10.50	Annual	Fixed	13-Sep-13
1984	NCD	INE916D072M6	2.5	10.15	Annual	Fixed	13-Sep-13
2142	NCD	INE916D078Y8	150	9.77	On Maturity	Fixed	13-Sep-13
2113	NCD	INE916D071X5	25	10.20	Annual	Fixed	16-Sep-13 or on value date of put/call option whichever is earlier (Put / Call w.e.f 27-02-2013 till Maturity)
1987	NCD	INE916D075M9	48	10.10	Annual	Fixed	20-Sep-13
2041	NCD	INE916D077Q6	29.5	9.95	Zero Coupon	Fixed	23-Sep-13
2143	NCD	INE916D079Y6	95	9.76 % Compounded annually	On Maturity	Fixed	24-Sep-13
1991	NCD	INE916D077M5	47	10.13	Zero Coupon	Fixed	26-Sep-13
1993	NCD	INE916D079M1	10	10.15	Annual	Fixed	27-Sep-13
1993	NCD	INE916D079M1	5	10.15	Annual	Fixed	27-Sep-13
1993	NCD	INE916D079M1	25	10.15	Annual	Fixed	27-Sep-13



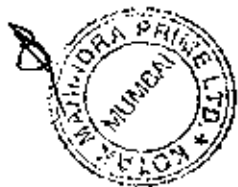
KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
1993	NCD	INE916D079M1	15	10.15	Annual	Fixed	27-Sep-13
1993	NCD	INE916D079M1	60	10.15	Annual	Fixed	27-Sep-13
1993	NCD	INE916D079M1	10	10.15	Annual	Fixed	27-Sep-13
2103	NCD	INE916D073W3	4.5	10.1610 % Compounded annually	On Maturity	Fixed	11-Oct-13
2150	NCD	INE916D074Z4	4	9.25	On Maturity	Fixed	18-Oct-13
2004	NCD	INE916D078N1	45	10.45	Annual	Fixed	24-Oct-13
2004	NCD	INE916D078N1	10	10.45	Annual	Fixed	24-Oct-13
2004	NCD	INE916D078N1	5	10.45	Annual	Fixed	24-Oct-13
2007	NCD	INE916D071O4	23	10.35	Zero Coupon	Fixed	28-Oct-13
2147	NCD	INE916D072Z8	100	9.47 % Compounded annually	On Maturity	Fixed	5-Nov-13
2018	NCD	INE916D074O8	25	10.33	Annual	Fixed	8-Nov-13
2022	NCD	INE916D079O7	24	10.3	Zero Coupon	Fixed	18-Nov-13
2024	NCD	INE916D070P3	250	10.50	Annual	Fixed	22-Nov-13
2020	NCD	INE916D076O3	30	10.35	Zero Coupon	Fixed	25-Nov-13
2027	NCD	INE916D073P7	6	10.30	Zero Coupon	Fixed	29-Nov-13
2030	NCD	INE916D076P0	12.8	10.29	Zero Coupon	Fixed	2-Dec-13
2028	NCD	INE916D074P5	15	10.29	Zero Coupon	Fixed	4-Dec-13
2031	NCD	INE916D077P8	8.5	10.10	Zero Coupon	Fixed	9-Dec-13
2032	NCD	INE916D078P6	15	10.15	Annual	Fixed	13-Dec-13
2036	NCD	INE916D072Q7	8.7	10.05	Zero Coupon	Fixed	17-Dec-13
2037	NCD	INE916D073Q5	15	10.20	Zero Coupon	Fixed	19-Dec-13
2039	NCD	INE916D075Q0	15.9	9.95	Zero Coupon	Fixed	23-Dec-13
1880	NCD	INE916D077F9	5	10.25	Annual	Fixed	16-Jan-14
2061	NCD	INE916D077S2	13.3	9.75	Zero Coupon	Fixed	3-Feb-14
1892	NCD	INE916D076G9	2	10.25	Annual	Fixed	14-Feb-14
2068	NCD	INE916D073T9	8.2	9.87	Zero Coupon	Fixed	17-Feb-14
2093	NCD	INE916D073V5	30	10.16	Zero Coupon	Fixed	3-Mar-14
2093	NCD	INE916D073V5	30	10.16	Zero Coupon	Fixed	3-Mar-14
2093	NCD	INE916D073V5	60	10.16	Zero Coupon	Fixed	3-Mar-14
2094	NCD	INE916D074V3	5	10.16	Zero Coupon	Fixed	4-Mar-14
2094	NCD	INE916D074V3	30	10.16	Zero Coupon	Fixed	4-Mar-14
2094	NCD	INE916D074V3	85	10.16	Zero Coupon	Fixed	4-Mar-14
1911	NCD	INE916D075I7	5	10.90	Annual	Fixed	27-Mar-14
2082	NCD	INE916D073U7	17	9.95	Zero Coupon	Fixed	3-Apr-14



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
2081	NCD	INE916D072U9	26.8	9.95	Zero Coupon	Fixed	8-Apr-14
2137	NCD	INE916D073Y9	100	10.03	Annual	Fixed	14-Apr-14
2156	NCD	INE916D078Z5	4	9.38	Annual	Fixed	21-Apr-14
2096	NCD	INE916D077V6	15	9.90	Annual	Fixed	23-Apr-14
2096	NCD	INE916D077V6	25	9.9	Annual	Fixed	23-Apr-14
2096	NCD	INE916D077V6	5	9.90	Annual	Fixed	23-Apr-14
2096	NCD	INE916D077V6	5	9.9	Annual	Fixed	23-Apr-14
2053	NCD	INE916D079R0	43.5	9.96	Zero Coupon	Fixed	25-Apr-14
1910	NCD	INE916D074I0	10	10.90	Annual	Fixed	28-Apr-14
2080	NCD	INE916D071U1	13.5	9.95	Zero Coupon	Fixed	29-Apr-14
2105	NCD	INE916D075W8	20.5	10.35% Compounded Annually	On Maturity	Fixed	5-May-14
2102	NCD	INE916D072W5	33.4	10.3479% Compounded annually	On Maturity	Fixed	8-May-14
2063	NCD	INE916D079S8	19.8	9.8	Zero Coupon	Fixed	13-May-14
2162	NCD	INE916D079Z3	25	9.94	Zero Coupon	Fixed	26-May-14
1958	NCD	INE916D075K3	15	10.45	Annual	Fixed	29-May-14
1927	NCD	INE916D079I9	30	11.05	Annual	Fixed	30-May-14
2160	NCD	INE916D071K2	50	9.726	Annual	Fixed	30-May-14
2104	NCD	INE916D074W1	5.5	10.2882% Compounded Annually	On Maturity	Fixed	2-Jun-14
2111	NCD	INE916D079W0	10	10.25% Compounded Annually	On Maturity	Fixed	5-Jun-14
2111	NCD	INE916D079W0	15	10.25% Compounded Annually	On Maturity	Fixed	5-Jun-14
1942	NCD	INE916D076J3	20	10.65	Annual	Fixed	10-Jun-14
2163	NCD	INE916D073E1	31.3	9.9598	Zero Coupon	Fixed	11-Jun-14
2161	NCD	INE916D074J8	26	9.98200575	On Maturity	Fixed	16-Jun-14
2165	NCD	INE916DA7014	17.2	9.969	Zero Coupon	Fixed	23-Jun-14
2167	NCD	INE916DA7030	25	9.983255	On Maturity	Fixed	27-Jun-14
1959	NCD	INE916D074K6	5	10.45	Annual	Fixed	30-Jun-14
2119	NCD	INE916D074X9	25	10.20	Annual	Fixed	3-Jul-14
2054	NCD	INE916D070S7	43	9.98	Zero Coupon	Fixed	10-Jul-14
1957	NCD	INE916D073K8	50	11.00	Annual	Fixed	11-Jul-14
1950	NCD	INE916D078J9	10	10.50	Annual	Fixed	14-Jul-14



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
2120	NCD	INE916D075X6	6	10.15	Zero Coupon	Fixed	14-Jul-14
1960	NCD	INE916D076K1	50	11.00	Annual	Fixed	18-Jul-14
2122	NCD	INE916D077X2	15	10.18	Zero Coupon	Fixed	21-Jul-14
1962	NCD	INE916D079K5	40	11.00	Annual	Fixed	22-Jul-14
2123	NCD	INE916D078X0	25	10.15	Annual	Fixed	25-Jul-14
1966	NCD	INE916D070L2	60	11.00	Annual	Fixed	25-Jul-14
1967	NCD	INE916D071L0	50	10.5	Annual	Fixed	27-Jul-14
2126	NCD	INE916D079X8	10	10.30	Annual	Fixed	27-Jul-14
2124	NCD	INE916D079X8	50	10.30% if call option exercised otherwise 10.15%	Annually and on Maturity or on value date of call option whichever is earlier	Fixed	27-Jul-14 or on value date of call option whichever is earlier (Call Option on 27-Jul-2013)
2125	NCD	INE916D079X8	50	10.30% if call option exercised otherwise 10.15%	Annually and on Maturity or on value date of call option whichever is earlier	Fixed	27-Jul-14 or on value date of call option whichever is earlier (Call Option on 27-Jul-2013)
2127	NCD	INE916D070Y5	25	10.30% if call option exercised otherwise 10.15%	Annually and on Maturity or on value date of call option whichever is earlier	Fixed	27-Jul-14 or on value date of call option whichever is earlier (Call Option on 27-Jul-2013)
2128	NCD	INE916D071Y3	10	10.30% if call option exercised otherwise 10.15%	Annually and on Maturity or on value date of call option whichever is earlier	Fixed	30-Jul-14 or on value date of call option whichever is earlier (Call Option on 30-Jul-2013)
1969	NCD	INE916D073L6	40	10.35	Annual	Fixed	8-Aug-14
1969	NCD	INE916D073L6	10	10.35	Annual	Fixed	8-Aug-14
2107	NCD	INE916D077W4	25	10.2809% Compounded annually	On Maturity	Fixed	10-Sep-14
2139	NCD	INE916D075Y4	100	10	Annual	Fixed	10-Sep-14
1985	NCD	INE916D073M4	15	10.2	Annual	Fixed	11-Sep-14
2141	NCD	INE916D077Y0	10	10	Annual	Fixed	12-Sep-14
2140	NCD	INE916D076Y2	15	10	Annual	Fixed	12-Sep-14
1986	NCD	INE916D074M2	30	10.2	Annual	Fixed	20-Sep-14



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
2005	NCD	INE916D079N9	34	10.45	Zero Coupon	Fixed	4-Nov-14
2021	NCD	INE916D077O1	82	10.45	Zero Coupon	Fixed	10-Nov-14
2157	NCD	INE916D07P15	1	9.7	Annual	Fixed	21-Nov-14
2025	NCD	INE916D071P1	22.1	10.3	Zero Coupon	Fixed	25-Nov-14
2158	NCD	INE916D07Z05	180	9.55	Annual	Fixed	26-Nov-14
2159	NCD	INE916D07Z05	120	9.55	Annual	Fixed	26-Nov-14
2052	NCD	INE916D078R2	17.5	9.98	Zero Coupon	Fixed	11-Dec-14
2038	NCD	INE916D074Q3	16	10.1	Zero Coupon	Fixed	15-Dec-14
2049	NCD	INE916D075R8	20	9.98	Zero Coupon	Fixed	29-Dec-14
2051	NCD	INE916D077R4	11	9.98	Zero Coupon	Fixed	7-Jan-15
2058	NCD	INE916D074S9	35	9.85	Zero Coupon	Fixed	27-Jan-15
2062	NCD	INE916D078S0	13.3	9.8	Zero Coupon	Fixed	3-Feb-15
2067	NCD	INE916D072T1	6	9.85	Zero Coupon	Fixed	9-Feb-15
2091	NCD	INE916D071V9	5	9.99% Compounded Annually	On Maturity	Fixed	2-Mar-15
2075	NCD	INE916D078T8	31.9	9.98	Zero Coupon	Fixed	4-Mar-15
2074	NCD	INE916D077T0	13.2	9.95	Zero Coupon	Fixed	6-Mar-15
2076	NCD	INE916D079T6	18.2	9.98	Zero Coupon	Fixed	9-Mar-15
2084	NCD	INE916D075U2	35	10	Zero Coupon	Fixed	31-Mar-15
2086	NCD	INE916D077U8	33	10.05	Zero Coupon	Fixed	2-Apr-15
2092	NCD	INE916D072V7	5	9.995% Compounded Annually	On Maturity	Fixed	2-Apr-15
2083	NCD	INE916D074U5	13	9.95	Zero Coupon	Fixed	6-Apr-15
2088	NCD	INE916D079U4	69	10.05	Zero Coupon	Fixed	10-Apr-15
2089	NCD	INE916D070V1	3.8	10.01	Annual	Fixed	16-Apr-15
2090	NCD	INE916D070V1	1.2	10.01	Annual	Fixed	16-Apr-15
2099	NCD	INE916D079V2	13	10% Compounded Annually	On Maturity	Fixed	16-Apr-15
2098	NCD	INE916D078V4	5	10	Annual	Fixed	27-Apr-15
2151	NCD	INE916D075Z1	12.8	9.9	Zero Coupon	Fixed	30-Apr-15
2100	NCD	INE916D070W9	62	10% Compounded Annually	On Maturity	Fixed	4-May-15
2106	NCD	INE916D076W6	20	10.35	Annual	Fixed	6-May-15
2115	NCD	INE916D072X3	25	10.15	Annual	Fixed	22-Jun-15



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
2101	NCD	INE916D071W7	5	9.971% Compounded Annually	On Maturity	Fixed	4-Aug-15
2138	NCD	INE916D074Y7	50	10.05	Annually and on Maturity or on value date of call option whichever is earlier	Fixed	04-Sep-2015 or on value date of put option whichever is earlier (Put Option on 4-Sep-14)
2146	NCD	INE916D070Z2	5	9.9	Annual	Fixed	1-Oct-15
2121	NCD	INE916D076X4	1.2	10.1232% Compounded Annually	On Maturity	Fixed	1-Oct-15
2148	NCD	INE916D071Z0	10	9.9	Annual	Fixed	5-Oct-15
2152	NCD	INE916D076Z9	52.9	9.9	Zero Coupon	Fixed	16-Oct-15
2149	NCD	INE916D073Z6	30	9.63% Compounded Annually	On Maturity	Fixed	16-Oct-15
2023	NCD	INE916D078O9	250	10.5	Annual	Fixed	22-Nov-16
2078	NCD	INE916D070U3	130	10.05	Annually and on Maturity or on value date of put/call option whichever is earlier	Fixed	14-Mar-17 or on value date of put/call option whichever is earlier (Put/call wef 14-Mar-2015)
2079	NCD	INE916D070U3	150	10.05	Annually and on Maturity or on value date of put/call option whichever is earlier	Fixed	14-Mar-17 or on value date of put/call option whichever is earlier (Put/call wef 4-Mar-2015)
270	NCD	INE916D08CH9	0.4	10.85	Annual	Fixed	23-Apr-13
274	NCD	INE916D09016	2.5	10.85	Annual	Fixed	23-Apr-13
266	NCD	INE916D08CH9	1	10.85	Annual	Fixed	23-Apr-13
260	NCD	INE916D08CH9	5	10.85	Annual	Fixed	23-Apr-13
1807	NCD	INE916D08DK1	50	9.5	Annual	Fixed	30-Aug-17
1804	NCD	INE916D09065	5	9.5	Annual	Fixed	30-Aug-17
1808	NCD	INE916D08DK1	5	9.5	Annual	Fixed	30-Aug-17
1809	NCD	INE916D09065	2	9.5	Annual	Fixed	30-Aug-17
1922	NCD	INE916D08DM7	5	10.7	Annual	Fixed	22-Dec-17
264	NCD	INE916D08CI7	10	11.1	Annual	Fixed	23-Apr-18
265	NCD	INE916D08CI7	1.8	11.1	Annual	Fixed	23-Apr-18
271	NCD	INE916D08CI7	1.1	11.1	Annual	Fixed	23-Apr-18



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
261	NCD	INE916D08CI7	1.2	11.1	Annual	Fixed	23-Apr-18
268	NCD	INE916D08CI7	0.8	11.1	Annual	Fixed	23-Apr-18
269	NCD	INE916D08CI7	1	11.1	Annual	Fixed	23-Apr-18
263	NCD	INE916D08CI7	1.5	11.1	Annual	Fixed	23-Apr-18
272	NCD	INE916D08CI7	1	11.1	Annual	Fixed	23-Apr-18
267	NCD	INE916D08CI7	0.7	11.1	Annual	Fixed	23-Apr-18
511	NCD	INE916D09024	2	10	Annual	Fixed	7-Aug-18
519	NCD	INE916D09024	1	10	Annual	Fixed	7-Aug-18
531	NCD	INE916D09024	1	10	Annual	Fixed	7-Aug-18
522	NCD	INE916D08CJ5	0.1	10	Annual	Fixed	7-Aug-18
591	NCD	INE916D08CJ5	0.4	10	Annual	Fixed	7-Aug-18
512	NCD	INE916D09024	0.1	10	Annual	Fixed	7-Aug-18
516	NCD	INE916D08CJ5	0.3	10	Annual	Fixed	7-Aug-18
514	NCD	INE916D08CJ5	0.6	10	Annual	Fixed	7-Aug-18
515	NCD	INE916D08CJ5	0.1	10	Annual	Fixed	7-Aug-18
498	NCD	INE916D09024	3	10	Annual	Fixed	7-Aug-18
473	NCD	INE916D09024	0.5	10	Annual	Fixed	7-Aug-18
552	NCD	INE916D09024	0.5	10	Annual	Fixed	7-Aug-18
540	NCD	INE916D08CJ5	0.4	10	Annual	Fixed	7-Aug-18
583	NCD	INE916D08CJ5	0.1	10	Annual	Fixed	7-Aug-18
551	NCD	INE916D08CJ5	0.2	10	Annual	Fixed	7-Aug-18
550	NCD	INE916D08CJ5	0.2	10	Annual	Fixed	7-Aug-18
547	NCD	INE916D08CJ5	0.1	10	Annual	Fixed	7-Aug-18
549	NCD	INE916D08CJ5	0.5	10	Annual	Fixed	7-Aug-18
541	NCD	INE916D08CJ5	1	10	Annual	Fixed	7-Aug-18
497	NCD	INE916D08CJ5	0.4	10	Annual	Fixed	7-Aug-18
555	NCD	INE916D08CJ5	0.5	10	Annual	Fixed	7-Aug-18
495	NCD	INE916D08CJ5	0.1	10	Annual	Fixed	7-Aug-18
521	NCD	INE916D08CJ5	1	10	Annual	Fixed	7-Aug-18
558	NCD	INE916D08CJ5	0.3	10	Annual	Fixed	7-Aug-18
513	NCD	INE916D08CJ5	0.6	10	Annual	Fixed	7-Aug-18
570	NCD	INE916D08CJ5	0.6	10	Annual	Fixed	7-Aug-18
670	NCD	INE916D08CK3	0.4	10.4	Annual	Fixed	15-Nov-18
663	NCD	INE916D08CK3	0.3	10.4	Annual	Fixed	15-Nov-18
676	NCD	INE916D08CK3	5	10.4	Annual	Fixed	15-Nov-18
692	NCD	INE916D08CK3	0.5	10.4	Annual	Fixed	15-Nov-18
691	NCD	INE916D08CK3	0.5	10.4	Annual	Fixed	15-Nov-18



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
719	NCD	INE916D08CK3	8	10.4	Annual	Fixed	15-Nov-18
720	NCD	INE916D08CK3	0.7	10.4	Annual	Fixed	15-Nov-18
661	NCD	INE916D08CK3	0.2	10.4	Annual	Fixed	15-Nov-18
671	NCD	INE916D08CK3	0.2	10.4	Annual	Fixed	15-Nov-18
666	NCD	INE916D08CK3	0.5	10.4	Annual	Fixed	15-Nov-18
674	NCD	INE916D08CK3	1	10.4	Annual	Fixed	15-Nov-18
668	NCD	INE916D08CK3	0.2	10.4	Annual	Fixed	15-Nov-18
669	NCD	INE916D08CK3	0.1	10.4	Annual	Fixed	15-Nov-18
660	NCD	INE916D08CK3	11	10.4	Annual	Fixed	15-Nov-18
784	NCD	INE916D08CL1	0.1	10.7	Annual	Fixed	23-Dec-18
785	NCD	INE916D08CL1	0.1	10.7	Annual	Fixed	23-Dec-18
777	NCD	INE916D09032	1	10.7	Annual	Fixed	23-Dec-18
775	NCD	INE916D08CL1	4	10.7	Annual	Fixed	23-Dec-18
787	NCD	INE916D08CL1	0.5	10.7	Annual	Fixed	23-Dec-18
767	NCD	INE916D09032	0.5	10.7	Annual	Fixed	23-Dec-18
786	NCD	INE916D08CL1	0.2	10.7	Annual	Fixed	23-Dec-18
760	NCD	INE916D09032	1	10.7	Annual	Fixed	23-Dec-18
779	NCD	INE916D08CL1	0.1	10.7	Annual	Fixed	23-Dec-18
792	NCD	INE916D09040	3	11	Annual	Fixed	30-Dec-18
803	NCD	INE916D08CM9	0.1	11	Annual	Fixed	30-Dec-18
796	NCD	INE916D08CM9	0.4	11	Annual	Fixed	30-Dec-18
789	NCD	INE916D08CM9	0.5	11	Annual	Fixed	30-Dec-18
793	NCD	INE916D08CM9	0.4	11	Annual	Fixed	30-Dec-18
790	NCD	INE916D08CM9	5	11	Annual	Fixed	30-Dec-18
1672	NCD	INE916D09057	3	10.1	Annual	Fixed	30-Nov-20
1672	NCD	INE916D09057	2	10.1	Annual	Fixed	30-Nov-20
1673	NCD	INE916D08CX6	0.1	10.1	Annual	Fixed	30-Nov-20
1681	NCD	INE916D08CX6	3	10.1	Annual	Fixed	30-Nov-20
1701	NCD	INE916D08CX6	6	10.1	Annual	Fixed	30-Nov-20
1674	NCD	INE916D08CX6	10	10.1	Annual	Fixed	30-Nov-20
1698	NCD	INE916D08CX6	0.9	10.1	Annual	Fixed	30-Nov-20
1901	NCD	INE916D08DL9	150	10.5	Annual	Fixed	23-Apr-21
1930	NCD	INE916D08DN5	10	10.8	Annual	Fixed	22-Jun-21
1931	NCD	INE916D08DN5	1	10.8	Annual	Fixed	22-Jun-21
1925	NCD	INE916D08DN5	0.6	10.8	Annual	Fixed	22-Jun-21
1926	NCD	INE916D08DN5	0.4	10.8	Annual	Fixed	22-Jun-21
1933	NCD	INE916D08DN5	0.5	10.8	Annual	Fixed	22-Jun-21





KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
1923	NCD	INE916D08DN5	5	10.8	Annual	Fixed	22-Jun-21
1928	NCD	INE916D08DN5	0.5	10.8	Annual	Fixed	22-Jun-21
1932	NCD	INE916D08DN5	0.6	10.8	Annual	Fixed	22-Jun-21
1953	NCD	INE916D08DO3	2	10.8	Annual	Fixed	30-Jun-21
1952	NCD	INE916D08DO3	10	10.8	Annual	Fixed	30-Jun-21
1949	NCD	INE916D08DP0	5	10.8	Annual	Fixed	30-Jun-21
1989	NCD	INE916D08DQ8	50	11	Annual	Fixed	23-Sep-21
1990	NCD	INE916D08DR6	40	11.25	Annual	Fixed	28-Sep-21
2144	NCD	INE916D08DS4	25	10.4	Annual	Fixed	23-Sep-22
2164	NCD	INE916D08DT2	40	10.5	Annual	Fixed	22-Jun-23
Nifty Series - 11	NCD	INE916D07T78	5.50	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	27-Feb-13
Nifty Series - 12	NCD	INE916D07T86	8.00	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	27-Feb-13
Nifty Series - 13	NCD	INE916D07U83	4.45	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	24-Apr-13
Nifty Series - 14	NCD	INE916D07V58	2.10	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	25-Apr-13
Nifty Series - 15	NCD	INE916D07V66	12.30	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	22-Apr-13
Nifty Series - 7	NCD	INE916D07R88	4.50	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	23-Jan-13
Nifty Series - 19	NCD	INE916D077A0	10.00	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	28-Nov-13



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
Nifty Series - 23	NCD	INE916D077C6	93.00	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	14-Feb-14
Nifty Series - 24	NCD	INE916D076C8	1.15	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	14-Feb-14
Nifty Series - 25	NCD	INE916D077D4	57.30	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	14-Mar-14
Nifty Series - 26	NCD	INE916D075E6	11.40	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	4-Apr-14
Nifty Series - 27	NCD	INE916D077E2	14.15	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	15-Mar-13
Nifty Series - 28	NCD	INE916D075F3	6.10	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	21-Apr-14
Nifty Series - 30	NCD	INE916D073I2	4.10	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	8-Aug-14
Nifty Series - 31	NCD	INE916D072I2	8.90	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	12-Sep-14
Nifty Series - 32	NCD	INE916D075J5	4.50	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	16-Jul-13
Nifty Series - 33	NCD	INE916D077J1	8.65	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	22-Sep-14
Nifty Series - 34	NCD	INE916D078K7	3.90	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	22-Oct-14
Nifty Series - 36	NCD	INE916D076L9	5.90	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	26-Nov-14



KMP Series No.	Nature of Debt Security	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
Nifty Series - 39	NCD	INE916D070N8	5.00	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	5-Jan-15
Nifty Series - 40	NCD	INE916D074N0	9.40	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	21-Jan-14
Nifty Series - 41	NCD	INE916D076N5	7.80	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	25-Feb-15
Nifty Series - 42	NCD	INE916D077N3	3.20	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	24-Jan-14
Nifty Series - 43	NCD	INE916D078W2	4.35	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	29-Aug-14
Nifty Series - 44	NCD	INE916D073X1	2.35	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	26-Sep-14
Nifty Series - 45	NCD	INE916D072Y1	9.90	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	24-Nov-15
Nifty Series - 46	NCD	INE916D077Z7	4.26	Linked to the movement of the CNX Nifty as expressed on NSE	On Maturity	Floating	15-Mar-16

Bps - Basis Points



6. Summary of last audited Balance Sheet and Profit & Loss Account with qualifications by auditors.

Annex I

Financial Summary (Rs in lakhs) (based on audited numbers)	9 months ended	Half Year Ended	Last year end	Previous year end
	Dec - 2012	Sep - 2012	March-2012	March-2011
<b>Equity</b>				
- Equity Share Capital	349.52	349.52	349.52	349.52
- Preference Share Capital	100.00	100.00	100.00	100.00
<b>Net Worth</b>	<b>223,439.18</b>	<b>212,948.61</b>	<b>192,233.52</b>	<b>153,757.56</b>
<b>Investment in Subsidiaries/ Affiliates</b>				
- Company under same management				
Kotak Mahindra Old Mutual Life Insurance Limited	5400.00	5400.00	5,400.00	5,400.00
<b>Total Debt Outstanding</b>	<b>1,487,435.28</b>	<b>1,379,294.81</b>	<b>1,273,494.89</b>	<b>982,875.54</b>
<b>Short Term (&lt;1 Year)</b>				
- Short-term borrowings	512,250.77	457,542.44	284,280.47	275,843.25
- Other current liabilities	388,482.32	365,453.58	379,108.52	313,920.76
<b>Other Debt</b>				
- Long-term borrowings	586,702.19	556,298.79	610,105.90	393,111.53
<b>Gross Income</b>	<b>165,892.41</b>	<b>106,061.96</b>	<b>180,511.06</b>	<b>137,312.88</b>
<b>Operating Profit(PBITD)</b>	<b>145,415.55</b>	<b>94,566.94</b>	<b>157,473.94</b>	<b>115,629.15</b>
<b>Gross Profit (PBSD)</b>	<b>46,850.96</b>	<b>31,025.19</b>	<b>57,221.83</b>	<b>48,372.92</b>
<b>Net Profit (Post Tax)</b>	<b>31025.67</b>	<b>20715.10</b>	<b>38,487.58</b>	<b>31,786.27</b>
<b>Audit Qualifications (if any)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



**7. Interim Accounts, if any**

The last audited Balance Sheet of the Company is for the period ended December 31, 2012; the summary of which has been produced above under the section "Summary of last audited Balance Sheet and Profit & Loss Account with qualifications by auditors" above.

**8. Conditions relating to tax exemption, capital adequacy etc.**

No Tax Exemption applicable to the Company as on date.

As per the RBI regulations, NBFC-ND-SI are required to maintain a minimum Capital to Risk-weighted Assets Ratio (CRAR) of 15%. The CRAR as on December 31, 2012 was at 15.79%.

**9. Details of major expansion or new projects.**

Not applicable

**10. Total NCDs of maturity upto one year outstanding.**

The following is details of NCD of contracted maturity upto one year outstanding as on December 31, 2012:

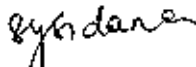
KMP Series No.	ISIN	Amount (Rs. In Crores)	Coupon Rate %	Interest Frequency	Terms of Interest Payment	Due Date
2166	INE916DA7022	150	9.80	On Maturity	Fixed	26-Jul-13
2142	INE916DA78Y8	150	9.77	On Maturity	Fixed	13-Sep-13

**11. (a) Servicing of outstanding NCDs and interest paid on due dates on term loan and debt securities.**

The Company confirms that principal and interest payment on NCDs have been done promptly on the respective due dates.

(b) Details of overdue payments  
Not Applicable

Signed for and on behalf of Kotak Mahindra Prime Limited.

  
Authorized Signatory

Date: April 17, 2013  
Place: Mumbai



