

April 24, 2017

National Securities Depository Ltd.
Trade World, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai – 400 013

Sub: Intimating for Corporate Action information regarding issue of debentures

Dear Sir,


Please find the corporate action information forms (No. 2) for issue of debentures. In this regard, we enclose the following for your perusal and record:

1. Corporate Action Information Forms for issue of debentures (No. 2)
2. Certified true copy of the Board Resolution for allotment of debentures
3. Form PAS 3 filed with Registrar of Companies along with copy of receipt
4. Acknowledgement for payment of Rs. 4,600/- towards Corporate Action Fee
5. Certified copy of the Summary of Terms of issuance
6. Certified copy of Information Memorandum cum PAS 4 (Offer Letter)
7. Intimation to Karvy for credit of the NCDs

Should you need any further information, please do not hesitate to contact Mr. Tashwinder Singh at tashwinder.singh@kkcr.com or at 022-43551325.

Yours faithfully,

For KKR India Financial Services Private Limited


Director



KKR India Financial Services Private Limited (erstwhile Multiflow Financial Services Private Ltd.)

Corporate Office: 2nd Floor, Piramal Tower, Peninsula Corporate Park, Ganpatrao Kadam Marg,
Lower Parel (W), Mumbai 400 013, India

Registered Office: Regus CitiCentre, Level 6, 10/11 Dr. Radhakrishna Salai, Chennai,
Tamil Nadu - 600 004, India

T +91.22.4355.1300 F +91.22.4355.1301 E kkcrindia@kkcr.com W www.kkr.com

CIN No. U67190TN1995PTC030045

April 24, 2017

Karvy Computershare Pvt. Ltd
24- B, Rajabhadur Mansion
6, Ambalal Doshi Marg
Behind BSE, Fort
Mumbai 400 023

Ref : 1. INE321N07236 - April 2017 Series 1 Debentures
2. INE321N07244 - April 2017 Series 2 Debentures

Sub: Issue of NCDs in electronic format

Dear Sir,

With reference to corporate action information form submitted to National Securities Depository Ltd. (NSDL) (copy enclosed) with regard to further issue of Zero coupon, secured, non-convertible, unlisted, redeemable debentures (NCDs), we enclose the following for your perusal and record:

S. N o.	Name	NCD Series	No. of Debe n- tures	DP ID	Client ID	ISIN
1	DSP Blackrock Income Opportunity Fund	Series 1	75	IN300054	10028077	INE321N07236
2	Franklin India Income Builder Account	Series 1	15	IN300054	10011178	INE321N07236
3	Franklin India Short Term Income Plan	Series 1	110	IN300054	10011207	INE321N07236
4	DSP Blackrock Income Opportunity Fund	Series 2	75	IN300054	10028077	INE321N07244
5	Franklin India Income Builder Account	Series 2	15	IN300054	10011178	INE321N07244
6	Franklin India Corporate Bond Opportunities Fund	Series 2	110	IN300054	10059391	INE321N07244

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CIN No. U67190TN1995PTC030045



On the basis of above information, kindly credit the NCDs as mentioned in the corporate action information form to the demat account of the said Debenture holders with intimation to us.

Should you need any further information, please do not hesitate to contact Mr. Naozad Sirwalla at naozad.sirwalla@kkf.com or at 022-43551325.

Yours faithfully,

For KKR India Financial Services Private Limited

Director



CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Date: April 21, 2017

National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013

We wish to execute corporate action to **credit** the following securities to the account in NSDL. The details of the securities allotted are given below:

ISIN	INE321N07236
Security Description	ZERO COUPON SECURED UNLISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES. SERIES 1. DATE OF MATURITY 10/04/2020
Allotment Date	10-Apr-17
Face Value per security	Rs. 10,000,000
Distinctive Numbers	R1-R200

<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form – NSDL	3	200 Debentures
Electronic Form – CDSL	NA	NA
Physical Form	NA	NA
<i>Total Allotted</i>	3	200 Debentures

I, Tashwinder Singh, Director of KKR INDIA FINANCIAL SERVICES PRIVATE LIMITED declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities. The allotment is in terms of Board Resolution dated 10th April, 2017 (*copy enclosed / copy already submitted to NSDL on vide letter dated.*)

Signature :

Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.

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CIN No. U67190TN1995PTC030045



CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Date: April 21, 2017

National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013

We wish to execute corporate action to **credit** the following securities to the account in NSDL. The details of the securities allotted are given below:

ISIN	INE321N07244
Security Description	ZERO COUPON SECURED UNLISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES. SERIES 2. DATE OF MATURITY 10/03/2021
Allotment Date	10-Apr-17
Face Value per security	Rs. 10,000,000
Distinctive Numbers	S1-S200

Allotment Details	No. of records	No. of Securities (Quantity)
Electronic Form – NSDL	3	200 Debentures
Electronic Form – CDSL	NA	NA
Physical Form	NA	NA
Total Allotted	3	200 Debentures

I, Tashwinder Singh, Director of KKR INDIA FINANCIAL SERVICES PRIVATE LIMITED declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities. The allotment is in terms of Board Resolution dated 10th April, 2017 (~~copy enclosed / copy already submitted to NSDL on vide letter dated.~~)

Signature :

Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
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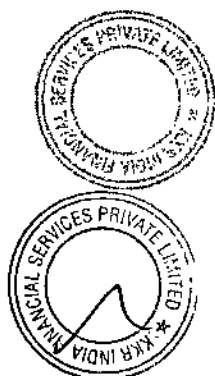
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF KKR INDIA FINANCIAL SERVICES PRIVATE LIMITED (THE "COMPANY") AT ITS MEETING HELD ON APRIL 10, 2017 AT 2ND FLOOR, PIRAMAL TOWER, PENINSULA CORPORATE PARK, GANPATRAO KADAM MARG, LOWER PAREL (W), MUMBAI 400 013

ALLOTMENT OF DEBENTURES OF THE COMPANY ON PRIVATE PLACEMENT BASIS

The Chairman informed the Board that pursuant to the approval granted by Board of Directors of the Company at its meetings held on April 5, 2017 for further issuance of non convertible debentures by way of private placement for an aggregate amount not exceeding Rs. 400 crores, in accordance with the approval of members at the Extra Ordinary General Meeting held on December 20, 2016 and approval granted by Board of Directors of the Company at its meetings held on March 9, 2017 for raising of funds by issue of non convertible debentures on a private placement basis, the Board proposes to allot 400 unlisted fully redeemable secured zero coupon non-convertible debentures of the face value-Rs. 1,00,00,000 (Rupees One Crore only).

The Board discussed the proposal and after discussion it was:

"RESOLVED THAT pursuant to Section 71 and all other applicable provisions of the Companies Act, 2013 ("Act"), the Articles of Association of the Company, the shareholders' consent obtained on December 20, 2016 and the Information Memorandum ("Information Memorandum") dated April 10, 2017, the consent of the Board be and is hereby accorded to allot 400 unlisted fully redeemable secured zero coupon non-convertible debentures ("Debentures") of face value of Rs. 1,00,00,000 (Rupees One Crore) each issued in 2 (Two) series to the investors as per the details provided below, as per the terms and conditions and details stated in the Information Memorandum.



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CIN No. U67190TN1995PTC030045

S. No.	Name	April 2017 Debentures	No. of Debentures	DP ID	Client ID	Distinctive Nos.
1	DSP Blackrock Income Opportunity Fund.	Series 1	75	IN300054	10028077	R1-R75
2	DSP Blackrock Income Opportunity Fund	Series 2	75	IN300054	10028077	S1-S75
3	Franklin India Income Builder Account	Series 1	15	IN300054	10011178	R76-R90
4	Franklin India Income Builder Account	Series 2	15	IN300054	10011178	S76-S90
5	Franklin India Short Term Income Plan	Series 1	110	IN300054	10011207	R91-R200
6	Franklin India Corporate Bond Opportunities Fund	Series 2	110	IN300054	10059391	S91-S200

RESOLVED FURTHER THAT the above Debentures be allotted on April 10, 2017, in terms of the Information Memorandum..

RESOLVED FURTHER THAT the above debentures be issued in dematerialized form and credited to the demat accounts of the allottees as mentioned above.



Handwritten signature

RESOLVED FURTHER THAT any Director of the Company or Mr. B.V. Krishnan, Ms. Ashima Suri, Mr. Naozad Sirwalla, Mr. Mayank Gupta or Mr. Ankit Agarwal ("Authorised Officers") be and are hereby severally authorized to file necessary forms with the Registrar of Company and do all such acts, deeds, matters, things as may be necessary, appropriate, desirable or expedient to give effect to this resolution"

CERTIFIED TRUE COPY

For KKR India Financial Services Private Limited

Ashima Suri
Director
Date: April 12, 2017



FORM NO. PAS-3



Return of Allotment

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 Companies (Prospectus and Allotment of Securities) Rules, 2014]

Form language ☒ English ☐ Hindi

Refer the Instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company

U67190TN1995PTC030045

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

KKR INDIA FINANCIAL SERVICES PRIVATE LIMITED

(b) Address of the Registered office of the company

Regus CitiCentre, Level 6,
10/11 Dr. Radhakrishna Salai
Chennai
Chennai
Tamil Nadu
600004

(c) *Email Id of the company

naozad.sirwalla@kkcr.com

3. Securities allotted payable in cash

*Number of allotments

2

1 (i) * Date of allotment

10/04/2017

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

20/12/2016

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

G32239048

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				As per the attached Term Sheet
Number of securities allotted				200
Nominal amount per security (in Rs.)				1,000,000.00
Total nominal amount (in Rs.)				2,000,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1,000,000.00
Total amount paid on application (excluding premium) (in Rs.)				2,000,000,000
Amount due and payable on per security on allotment(excluding premium) (in Rs.)				0.00
Total amount paid on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

2 (i)* Date of allotment

10/04/2017

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

20/12/2016

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

G32239048

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				As per the attached Term Sheet
Number of securities allotted				200
Nominal amount per security (in Rs.)				1,000,000.00
Total nominal amount (in Rs.)				2,000,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1,000,000.00
Total amount paid on application (excluding premium) (in Rs.)				2,000,000,000
Amount due and payable on per security on allotment(excluding premium) (in Rs.)				0.00
Total amount paid on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

4. Securities allotted for consideration other than cash

* Number of allotments

(i)* Date of allotment

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

(iv)* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash (if yes, attach a copy of such agreement or contract). ☐ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained.

☐ Yes ☐ No

5. Bonus shares issued

(a) Date of allotment

(DD/MM/YYYY)

(b) Number of bonus shares

(c) Nominal amount per share (in Rs.)

(d) Amount to be treated as paid up per share (in Rs.)

(e) * Date of passing shareholders' resolution

(DD/MM/YYYY)

(f) * SRN of Form No MGT-14

6. In respect of private placement

(a) Category to whom allotment is made:

☐ Existing shareholders

☐ Employee

☐ Directors

☐ Qualified Institutional Buyers

☒ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;

☒ not allotted securities with an application size of less than twenty thousand per person;

☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;

☒ completed allotment in respect of earlier private placement offers,

☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;

☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;

☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7.* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	400,000,000	379,273,338	379,273,338	379,273,338
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	4,000,000,000.00	3,792,733,380.00	3,792,733,380.00	3,792,733,380.00
Number of preference shares	0	0	0	0
Nominal value per preference share				
Total amount of preference shares				
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	4,000,000,000.00	3,792,733,380.00	3,792,733,380.00	3,792,733,380.00

8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	2,200	10000000	22,000,000,000
Secured loans			9,393,500,000
Others, specify	0	0	0

9.* Whether complete list of allottees has been enclosed as an attachment.

☒ Yes ☐ No

In case No, then submit the details of all the allottees in a CD separately.

Attachments

List of attachments

1.* List of allottees. Attach separate list for each allotment (refer instruction kit for format). If not attached, then it shall be submitted separately in a CD.

Attach

2.* Copy of Board or shareholders' resolution.

Attach

List of allottee series I.pdf
List of allottee series II.pdf
Form PAS 5.pdf
CTC _ Allotment of Debentures.pdf

6. Complete record of private placement offers and acceptances in Form PAS-5.

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach

Declaration

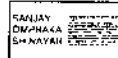
I am authorized by the Board of Directors of the Company vide resolution no * 4 dated * 10/04/2017 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

* To be digitally signed by

* Designation Director



* Director identification number of the director; OR
DIN or PAN of the manager or CEO or CFO; or
Membership number of the Company Secretary

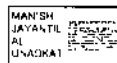
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Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form

* To be digitally signed by



* ☒ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or
☐ Company secretary (in whole-time practice)

* Whether associate or fellow ☐ Associate ☒ Fellow

* Membership number

049664

* Certificate of practice number

Note: Attention is drawn to provisions of Section 448 of the Companies Act, 2013 which provide for punishment for false statement and certification.

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

MINISTRY OF CORPORATE AFFAIRS**RECEIPT****G.A.R.7**

SRN : G41926759

Service Request Date : 25/04/2017

Payment made into : ICICI Bank

Received From :

Name : MMANDCO

Address : C 3/4 S P Mistry Building

Dr. Shirodkar Road Parel

Mumbai, Maharashtra

India - 400012

Entity on whose behalf money is paid

CIN: U67190TN1995PTC030045

Name : KKR INDIA FINANCIAL SERVICES PRIVATE LIMITED

Address : Regus CitiCentre, Level 6,

10/11 Dr. Radhakrishna Salai

Chennai, Tamil Nadu

India - 600004

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
Total		600.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar, then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)

KKR India Financial Services Private Limited

Book Date	Description	Credit	Debit	Value Date	Ref/Chq NO	Transaction Branch
24/04/2017	TRF TO NATIONAL SECURITIES DEPOSITORY LIMITED NSDL - FEE		(4,600.00)	24/04/2017	CITIN17770456556	NETBANK

KKR INDIA FINANCIAL SERVICES PRIVATE LIMITED

Summary of Terms of the issue:

1.	Security Name	Unlisted Fully Redeemable Secured Zero Coupon Non-Convertible Debentures being issued in 2 (two) series in the following manner: (i) April 2017 Series 1 Debentures maturing after 36 months from the Deemed Date of Allotment. i.e. April 10, 2020; and; (ii) April 2017 Series 2 Debentures maturing after 47 months from the Deemed Date of Allotment. i.e. March 10, 2021.
2.	Issuer	KKR India Financial Services Private Limited.
3.	Type of Instrument	Unlisted Fully redeemable secured zero coupon non convertible debentures, issued in 2 (two) series in the manner as described hereinabove.
4.	Nature of Instrument	Secured.
5.	Seniority	Senior.
6.	Mode of Issue	Private placement.
7.	Eligible investors	Such persons to whom Application Form has been specifically sent by the Company. All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this Issue of Debentures.
8.	Listing (including the name of the stock exchange where it will be listed and timeline for listing)	The Debentures shall not be listed.
9.	Rating of the Instrument	CRISIL AA/Stable (pronounced "CRISIL double A rating with stable outlook") by CRISIL.
10.	Issue Size	In the aggregate of up to Rs. 400,00,00,000 (Rupees Four Hundred Crores)

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Registered Office: Regus CitiCentre, Level 6, 10/11 Dr. Radhakrishna Salai, Chennai, Tamil Nadu - 600 004, India

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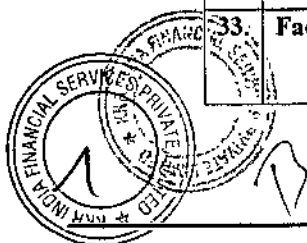
CIN No. U67190TN1995PTC030045



11.	Objects of the Issue	To be utilized in the ordinary course of business and general corporate purposes of the Issuer including towards on-lending and to meet costs of the Issue.
12.	Details of utilization of proceeds	The proceeds shall be parked in such accounts/ places as may be permitted under Applicable Law, from time to time, and utilised by the Issuer in the ordinary course of business and general corporate purposes of the Issuer including towards on-lending and to meet costs of the Issue.
13.	Coupon rate/ Interest Rate	Nil.
14.	Step up / Step down coupon rate	None.
15.	Coupon payment frequency	NA.
16.	Coupon payment dates	NA.
17.	Coupon type	NA.
18.	Coupon reset process	None.
19.	Day count basis	Actual. All calculations of interest/IRR/premium etc. shall be on actual basis and the day on which any funding/subsorption amounts are received shall be excluded from such calculation.
20.	Interest on application money	9.60% per annum calculated from the date of receipt of funds till the Deemed Date of Allotment
21.	Default Interest rate	As stated in the definition of 'Redemption Amounts'.
22.	Tenor	The tenor of the Debentures shall mean: (i) in relation to the April 2017 Series 1 Debentures, after 36 months from the Deemed Date of Allotment. i.e. April 10, 2020; and (ii) in relation to the April 2017 Series 2 Debentures, after 47 months from the Deemed Date of Allotment. i.e. March 10, 2021.
23.	Final Maturity Date	Final Maturity Date shall in relation to the: (i) April 2017 Series 1 Debentures mean, after 36 months from the Deemed Date of Allotment. i.e. April 10, 2020; and (ii) April 2017 Series 2 Debentures mean, after 47 months from the Deemed Date of Allotment. i.e. March 10, 2021.



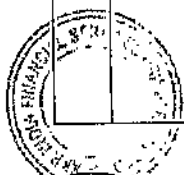
24.	Redemption Date	Each of the following dates in relation to the: (i) April 2017 Series 1 Debentures, after 36 months from the Deemed Date of Allotment. i.e. April 10, 2020; and (ii) April 2017 Series 2 Debentures, after 47 months from the Deemed Date of Allotment. i.e. March 10, 2021.
25.	Redemption Amount	On any Redemption Date, in respect of any Series of Debentures being redeemed, the amounts arrived at by multiplying the outstanding principal amount of such Series being redeemed on such Redemption Dates by IRR. Provided that on any delay in paying any sums when due, the Company shall in addition to the aforesaid Redemption Amounts, pay on the principal sums in relation to which a default occurs a default interest of 2% per annum compounded quarterly for the period of delay.
26.	Redemption Premium/ Discount	As stated in 'Redemption Amount'.
27.	Prepayment	<p>The Issuer shall at least 45 (forty five) calendar days prior to undertaking/occurrence of the following events, provide a written notice to the Debenture Trustee (who shall forward such notice to all the Debenture Holders):</p> <p>(a) KKR & Co LP not maintaining, directly or indirectly, through itself or its Affiliates, Control over the Issuer;</p> <p>(b) the Issuer changing its name where the words 'KKR' would not be a part of the Issuer's name.</p> <p>If within 10 (ten) calendar days of receipt of notice, the Debenture Trustee provides a written notice to the Issuer informing the Issuer of such of the Debenture Holders not agreeing / consenting to any of the aforesaid events, the Issuer shall either (a) repay the Amounts Due of such Debenture Holders (i) within 30 (thirty) calendar days of receipt of notice in this respect by the Issuer from the Debenture Trustee or (ii) upon occurrence of any of the aforesaid events, whichever is earlier, or (b) not undertake the relevant action, in respect of which the notice was issued by the Issuer.</p>
28.	Discount	None.
29.	Put option date	None.
30.	Put option price	None.
31.	Put Notification time	None.
32.	Issue Price	Face Value.
33.	Face Value	Rs. 1,00,00,000 (Rupees One Crore) per Debenture.



34.	Minimum application and multiples	Each Investor shall subscribe to a minimum of 1 (one) Debenture from each Series of the Debentures and invest equal amounts in all Series. The minimum application for subscription therefore, shall be Rs. 2 crores (i.e. minimum of Rs. 1 crore for subscribing each Series of Debentures) and in multiples of Rs. 2 crores thereafter for subscribing to a minimum of 1 Debenture from each Series.
35.	Issue timing: - Issue opening date; - Issue closing date; - Pay-in date; and - Deemed date of Allotment.	Issue Opening Date – April 10, 2017. Issue Closing Date/Pay-in Date/Deemed Date of Allotment – April 10, 2017.
36.	Issuance mode of instrument	Demat only.
37.	Trading mode of instrument	Demat only.
38.	Settlement mode of instrument	Payment on redemption will be made by RTGS / NEFT in the name of the Debenture Holders whose names appear on the list of beneficial owners given by the Depository to the Issuer as on the Record Date.
39.	Depository	NSDL and / or CDSL.
40.	Business Day convention	All Debenture Payments to be made on a date falling on a day which is not a Business Day shall be made on the Business Day falling immediately prior to such date.
41.	Record Date	The record date shall be 15 (fifteen) calendar days prior to each Debenture Payment Date, for determining the beneficiaries of the Debenture Payment.
42.	Security	<p>A first priority non exclusive hypothecation on a floating charge basis, over the Asset Security and the Cash Security with a Minimum Cover.</p> <p>(a) The Issuer may from time to time deal with the loans, non-convertible debentures, optionally convertible debentures and/or receivables at its discretion including to accept prepayment, delay repayment/redemptions/interest payment, reduce yield, modify security, assign the benefits in part or in whole, etc;</p> <p>(b) The Issuer may from time to time create further charge/security interest over the loans and/or receivables for any other borrowings/liabilities.</p> <p>In the case of (a) and (b) the total security cover available on the aggregate of the Redemption Amounts (in relation to the Debentures, and, as understood in relation to the Existing Debentures and any other loans/ debentures (if any) of the Company to be secured on the basis of security interest/ charge over the Encumbered Assets ranking pari passu with the</p>



		<p>security interest/ charge created/ to be created over the Encumbered Assets for the Debentures and the Existing Debentures) at that time is no less than the Minimum Cover.</p> <p>The Encumbrance created / to be created over the Encumbered Assets for the benefit of the Debenture Holders shall be shared on a pari passu basis with the Encumbrance created previously in favour of the Existing Debenture Trustee for the benefit of the Existing Debenture Holders.</p> <p>The Company shall be at liberty at any time during the continuance of this security, with the prior permission in writing of the Debenture Trustee (acting on the instructions of the Majority Debenture Holders acting reasonably), to withdraw any of the Encumbered Assets from such of the security trusts, powers and provisions hereof or pursuant hereto provided the Minimum Cover should have been available.</p> <p>The Issuer may, at its discretion, identify specific loans, non-convertible debentures, optionally convertible debentures and receivables within the Excluded Assets and add that to the security pool of the Debentures and upon such addition, the security cover for the Debentures shall include such loans, non-convertible, optionally convertible debentures and receivables.</p> <p>It is clarified that proceeds of any repayment/redemption of loans made by the Company may be used by the Company in its ordinary course of business, including to further lend to others.</p> <p>The Company shall make all requisite filings as are required to perfect the security interest.</p> <p>The Issuer shall create the Security within 30 (thirty) calendar days of the Deemed Date of Allotment. Provided further that the Issuer may deploy and use the funds raised vide the issuance of Debentures as per the terms of the Debenture Documents during the pendency of creation and/or perfection of Security.</p>
43.	Transaction Documents/Debenture Documents	This Information Memorandum, the Debenture Trustee Agreement, the Debenture Trust Deed and the Deed of Hypothecation.
44.	Security Documents	1. Deed of Hypothecation read with any amendments or supplements thereto.
45.	Conditions subsequent to the Disbursement	1. On or before the expiry of 10 (ten) calendar days from the Deemed Date of Allotment, the Issuer shall obtain ISIN for the Debentures and shall enter into necessary arrangements/agreements with the relevant Depositories for dematerialization of the Debentures.



		<p>2. On or before the expiry of 30 (thirty) calendar days from the Deemed Date of Allotment, the Board of the Company shall, at a duly convened meeting, issue and allot to the Subscriber the Debentures as requested for by the Subscribers in the Application Form. The relevant number of Debentures shall be arrived at by dividing the Subscription Amount provided/to be provided by a Subscriber by the face value of a Debenture.</p> <p>3. The Company shall within 30 (thirty) calendar days of the Deemed Date of Allotment deliver to the Subscribers (i) a certified true copy of the resolution of the Board allotting the Debentures and (ii) the instruction given to the Depository for credit of the relevant Debentures into the demat account of the Subscribers.</p> <p>4. The Company shall within 30 (thirty) calendar days of the Deemed Date of Allotment update its register of debenture holders to reflect the Subscribers as the sole legal and beneficial owner of the Debentures and certified true copies shall be delivered to the Subscribers.</p> <p>5. The Company shall within 30 (thirty) calendar days of the Deemed Date of Allotment undertake all action required pursuant to the Debenture Documents for perfection of security over the Encumbered Assets.</p> <p>6. The Company shall within 30 (thirty) calendar days of the Deemed Date of Allotment, execute the Debenture Trust Deed and the Deed of Hypothecation.</p> <p>Upon a certificate being presented to the Debenture Trustee from the Company that the Board of the Company has allotted the Debentures, the Company shall be entitled to withdraw all monies from the bank account in which the Subscription Amounts have been deposited and the Debenture Trustee shall cooperate in such withdrawal including by providing no-objections if required.</p>
46.	Events of Default	<p>(a) Failure by the Company to meet its payment obligations to any or all of the Debenture Holders (including, amongst others, payment of the Redemption Amounts on the Redemption Date) when they become due in respect of the Debentures thereof as provided in this Agreement;</p> <p>(b) The Security being in jeopardy in the opinion of the Debenture Trustee or creation of any Encumbrance over the Encumbered Assets other than any Permitted Security Interest or any failure of the Company to create, perfect and maintain the Encumbrance over the Encumbered Assets as a result of failure of the Company to undertake</p>

