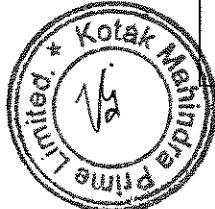
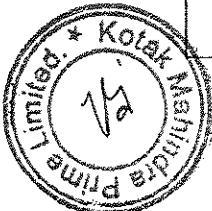


ISSUE DETAILS

Particulars	
Security Name	Kotak Mahindra Prime Ltd Secured, Redeemable, Non Convertible Debentures
Issuer	Kotak Mahindra Prime Ltd.
Type of Instrument	Secured, Redeemable, Non-Convertible Debentures
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	For details kindly refer section "Other Details - point q (iv)" of Shelf Disclosure Document to be listed on BSE.
Listing	Proposed to be listed on Bombay Stock Exchange Ltd. within 20 days from the date of allotment
Rating of The instrument	Series I: CRISIL AAA/Stable Series II: CRISIL AAA/Stable Series III: CRISIL AAA/Stable Series IV: CRISIL AAA/Stable Series V: CRISIL AAA/Stable Series VI: CRISIL AAA/Stable
Total Issue Size	Rs.590 crore with an option to retain over subscription up to Rs.1,010 crore aggregating to Rs.1,600 crore
Option to retain oversubscription (Amount)	Rs.490 crore (Series I) Rs.190 crore (Series II) Rs.140 crore (Series III) Rs.140 crore (Series IV) Rs.50 crore (Series VI)
Objects of the Issue	For details kindly refer section "Other Details - point q (v)" of Shelf Disclosure Document to be listed on NSE
Details of the utilization of the Proceeds	The proceeds of the issue after meeting the expenditures of and related to the issue of such Debentures / instruments, if any, will be used for various financing activities of the Company, to repay existing debts of the Company and for business operations of the Company including capital expenditure, short term/long term working capital requirements and general corporate purposes of the Company. Further, the issue proceeds may be utilized / invested (as approved by the Board of the Company) in fixed deposits with banks, mutual funds units, etc.
Coupon Rate payable on the nominal value of the issue	Series I: 7.4805% p.a Series II: N.A. Series III: 7.5438% p.a Series IV: 8.4295% p.a Series V: 8.3726% Series VI: NA
Coupon Payment frequency	Series I: First coupon payable on 11 Jun 2018 and thereafter annually and at maturity Series II: N.A. Series III: First coupon payable on 8 Jan 2018 and thereafter annually and at maturity Series IV: First coupon payable on 28 Jun 2019 and thereafter annually and at maturity Series V: First coupon payable on 28 Oct 2019 and thereafter annually and at maturity

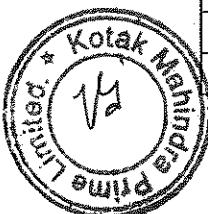


	Series VI: N.A.
Coupon Payment Dates	<p>Series I: First Coupon Date: 11 Jun 2018 Second Coupon Date: 11 Jun 2019 Final Coupon Date: 11 Jun 2020</p> <p>Series II: N.A.</p> <p>Series III: First Coupon Date: 8 Jan 2018 Second Coupon Date: 8 Jan 2019 Third Coupon Date: 8 Jan 2020 Final Coupon Date: 8 Jan 2021</p> <p>Series IV: First Coupon Date: 28 Jun 2019 Second Coupon Date: 28 Jun 2020 Final Coupon Date: 28 Jun 2021</p> <p>Series V: First Coupon Date: 28 Oct 2019 Second Coupon Date: 28 Oct 2020 Final Coupon Date: 28 Oct 2021</p> <p>Series VI: N.A.</p>
Coupon type	<p>Series I: Fixed Series II: N.A. Series III: Fixed Series IV: Fixed Series V: Fixed Series VI: N.A.</p>
Coupon Reset Process (incl. rates, spread, effective date, interest rate cap and floor etc)	N.A.
Day Count Basis	Actual/Actual (Refer Note 2)
Interest on Application Money	N.A.
Default Interest Rate	2% p.a. over the coupon rate for the defaulting period.
Face Value (Nominal Value) per Debenture	Rs.10,00,000/-
Premium on Issue	<p>Series I: Rs.56,861.8082 per debenture (effective yield 8.55% xirr) Clean price: Rs. 98.8820 per 100 (Accrued interest per debenture of Rs. 10,00,000/- is Rs. 68,041.8082)</p> <p>Series II: N.A.</p> <p>Series III: Rs.9,059.2137 per debenture (effective yield 8.55% xirr) Clean price: Rs. 98.4051 per 100 (Accrued interest per debenture of Rs. 10,00,000/- is Rs. 25,008.2137)</p> <p>Series IV: Rs.5,400.7534 per debenture (effective yield 8.65% xirr) Clean price: Rs. 99.5932 per 100 (Accrued interest per debenture of Rs. 10,00,000/- is Rs. 9,468.7534)</p> <p>Series V: N.A.</p> <p>Series VI: N.A.</p>
Paid up value of debenture	<p>Series I: Rs.10,56,861.8082 (including Premium on Issue as above)</p> <p>Series II: Rs.8,95,913/- (including Discount on Issue as below)</p> <p>Series III: Rs.10,09,059.2137/- (including Premium on</p>



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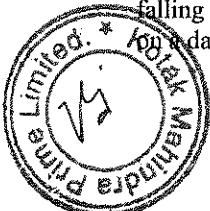
	Issue as above) Series IV: Rs.10,05,400.7534/- (including Premium on Issue as above) Series V: Rs.9,97,537.0219/- (including Dsicount on Issue as below) Series VI: Rs. 7,87,838/- (including Dsicount on Issue as below)
Discount at which security is issued and the effective yield as a result of such discount	Series I: N.A. Series II: Rs. 1,04,087/- per debenture (effective yield 8.55% xirr) Series III: N.A. Series IV: N.A. Series V: Rs.2,462.9781/- per debenture (effective yield 8.65% xirr) Clean price: Rs. 99.4555 per 100 (Accrued interest per debenture of Rs. 10,00,000/- is Rs. 2,982.0219) Series VI: Rs. 2,12,162/- per debenture (effective yield 8.60% xirr)
Tenure from the deemed date of allotment	Series I: 399 days Series II: 489 days Series III: 610 days Series IV: 781 days Series V: 903 days Series VI: 1,055 days
Redemption Date	Series I: 11 Jun 2020 Series II: 9 Sep 2020 Series III: 8 Jan 2021 Series IV: 28 Jun 2021 Series V: 28 Oct 2021 Series VI: 29 Mar 2022
Redemption Amount (Principal) per debenture	Series I: Rs. 10,00,000/- Series II: Rs. 10,00,000/- Series III: Rs. 10,00,000/- Series IV: Rs. 10,00,000/- Series V: Rs. 10,00,000/- Series VI: Rs. 10,00,000/-
Redemption Premium on Face Value (Nominal Value) per debenture	Series I: N.A. Series II: N.A. Series III: N.A. Series IV: N.A. Series V: N.A. Series VI: N.A.
Put Option Notice Date	N.A.
Put Option Time	N.A.
Put option Price	N.A.
Call Option Date	N.A.
Call Option Price	N.A.
Minimum Application and in multiples of Debt Securities thereafter	10 debentures and 1 debenture thereafter
Issue Opening	8 May 2019
Bid opening	8 May 2019
Bid Closing	8 May 2019
Issue Closing	8 May 2019



Subscription Date	9 May 2019 (Refer Note 1)
Bid Book Type	Open
Mode of Settlement	NSCCL
Type of Allotment	Uniform Pricing
Date of allotment	9 May 2019
Issuance mode of the Instrument	Demat only
Trading mode of The Instrument	Demat only
Settlement mode of the Instrument	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE and Private Placement Offer Letter
Depository	NSDL / CDSL
Payment Convention	Refer Note 3
Security	Refer Note 4
Asset Cover Ratio	The Company shall maintain the asset cover of 1.00 times during the tenure of the Debentures ("Asset Cover Ratio").
Events of Default	Refer Section 'B' of Summary Term sheet of Offer Document.
Provisions related to Cross Default Clause	Refer Section 'B' of Summary Term sheet of Offer Document
Transaction Documents	Refer Section 'B' of Summary Term sheet of Offer Document.
Condition Precedent to Disbursements	Refer Section 'B' of Summary Term sheet of Offer Document.
Condition subsequent to Disbursements	Refer Section 'B' of Summary Term sheet of Offer Document.
Record Date	Refer Note 5 and Section 'B' of Summary Term sheet of Offer Document.
Role and responsibility of Debenture Trustee	Refer Section 'B' of Summary Term sheet of Offer Document.
Governing Law and Jurisdiction	Refer Section 'B' of Summary Term sheet of Offer Document.
Trustee	IDBI Trusteeship Services Limited vide consent dated July 20, 2017
Latest Audited Financial information as on March 31, 2018	For details kindly refer Offer Document.

Notes:

1. Application money, if any, once received by the company cannot be withdrawn by the Applicant.
2. Computation of Interest - Day count convention for calculation of interest shall be - (Actual /Actual) – The denominator for the calculation shall be either 365 (if the calculation period does not contain 29th February) or 366 (if the calculation period includes 29th February), where the calculation period is upto one year. Where a calculation period of longer than one year is involved, two or more calculations are made: interest is calculated for each full year, counting forwards from the beginning of the calculation period. 366 days shall be used as the denominator, where the calculation period includes 29th February. The numerator will be equal to the actual number of days from and including the last interest / coupon payment date, to one day prior to the next interest / coupon payment date (i.e. excluding the value date of the interest / coupon payment).
3. Payment convention:
 - a. **Coupon payment falling on a scheduled / unscheduled holiday** – Coupon Payment to be "Following Business Day" – i.e. any interest payment date (excluding any payment of interest due on maturity date) falling on a Saturday, Sunday or on a day on which bank are closed for customer business in Mumbai or on a day when there is no RTGS / NEFT / ECS clearing, shall be paid on the next business day however



the calculation of the of the said coupon payment would be as per the schedule originally stipulated at the time of issuing the security. Thus, the subsequent coupon schedule would not be disturbed.

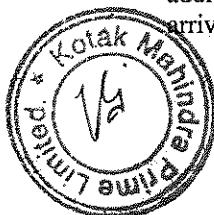
- b. **Redemption proceeds falling on a scheduled holiday** – Payment to be “Preceding Business Day” – i.e. If the maturity date of the debt securities, falls on a Saturday, Sunday or on a day on which bank are closed for customer business in Mumbai or on a day when there is no RTGS / NEFT / ECS clearing, the redemption proceeds (interest + principal) shall be paid on the preceding / previous business day.
- c. **Redemption proceeds falling on a unscheduled holiday** – Payment to be “Following Business Day” – i.e. If the maturity date of the debt securities, falls on a unscheduled holiday (non-business day) when there is no RTGS / NEFT / ECS clearing, the redemption proceeds (interest + principal) shall be paid on the next working day.
- 4. The Debenture shall be secured by way of first pari-passu charge in terms of the registered Debenture Trust Deed dated July 24, 2017 and any supplemental/modified deed executed from time to time on:-
- (a) Mortgage of Flat bearing No.35-D. at Mahindra Park constructed on land bearing C.T.S. no.175 situated at Lal Bahadur Shastri Marg, Ghatkopar (West), Mumbai 400 086 of Village 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) and
- (b) The Debenture shall be secured by way of first pari-passu charge in the nature of hypothecation in terms of the Deed of Hypothecation dated July 24, 2017 and any supplemental/modified deed executed from time to time on Movable Properties :

“Moveable Properties” shall mean, present and future:

- (i) Receivables;
- (ii) other book debts of the Company (except the ones excluded from the definition of Receivables);
- (iii) other currents assets of the Company (except the ones excluded from the definition of Receivables); and
- (iv) other long term and current investment

- 5. Record Date: The record date for determining eligibility for interest / principal payments shall be seven working days (both dates exclusive) 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 as per the list of beneficiaries provided by the Depository as on the record date.
- 6. Security Creation : In case of delay in creation of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of attest 2% p.a. over the coupon rate till these conditions are complied with at the option of the investor.
- 7. Delay in Listing: In case of delay in listing of the debt securities, wherever applicable, **beyond 20 days** from the deemed date of allotment, the Company will pay penal interest of at least 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.
- 8. Redemption/Interest proceeds shall be paid to the beneficial owner who is holder of the security as per the records of the Depository seven working days prior to the due date for redemption or put/call date (if applicable), whichever is earlier.
- 9. Redemption / interest proceeds shall be payable at par at Mumbai on due date.
- 10. 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.
- 11. Tax exemption certificate / document / form under section 193 of the Income Tax Act, 1961, if any, must be lodged at the Corporate / Registered Office, at least three working days before the relevant interest payment becoming due.
- 12. In case of oversubscription of bonds, the decision of Kotak Mahindra Prime Limited for allocation / allotment of bonds will be final and binding on investors / arrangers.
- 13. The Company has an option to either accept or reject the bids received as per the process laid down by SEBI Circular and Operational Guidelines of BSE/NSE in this regard
- 14. Consent of the investor / debenture holder:

A) So long as the terms and conditions of the existing securities (under the respective issues) in the ISIN are not revised (i) otherwise than as may be required/permited by regulations; or (ii) which results in breach of or violation of the regulations from time to time, which specifically precludes such revision, the Issuer reserves the right/is entitled to add additional securities (for such additional amounts as may be issued by the Company from time to time) to the existing ISIN from time to time with terms and conditions, which may / may not be different from the existing securities under the respective issues under the same ISIN. Such additional securities and their terms may be such as are permitted by regulations or not specifically precluded by regulations from time to time. Further, such additional securities may be issued from time to time at such issue price, either at par or at premium or at discount to arrive at the contracted effective yield from time to time.



[Signature]

B) The listed securities issued under the said Term sheet can be redeemed / bought back before maturity date by the Company, as per financial or other terms as may be mutually agreed upon between the Company and the debenture holder. The said redemption / buyback maybe done either by pro rata basis or by lot or by any other manner whatsoever. By signing the application form and making an application to subscribe to the securities to be issued by the Issuer all subscribers of the securities in this ISIN and any of the subsequent holders who have acquired the said securities in the secondary market shall be deemed to have irrevocably given their consent to the Issuer to: add such additional securities (for such additional amounts as may be issued by the Company from time to time) to the existing ISIN from time to time with terms, which may / may not be different from the terms of securities under the respective issues existing under the said ISIN.

select any of the listed securities in the ISIN for redemption / buy back as the Company may solely deem fit either by pro rata basis or by lot or by any other manner whatsoever before maturity from time to time.

Annexure A: Illustration of Bond Cash Flows per Debenture for Series I:

Cash flows	Date	No of days in coupon period / principal period	Denominator (No. of days) for Coupon calculation	Amount (in Rupees)
First Coupon	11 Jun, 2018	220	365	45,087.95
Second Coupon	11 Jun, 2019	365	365	74,805.00
Final Coupon	11 Jun, 2020	366	366	74,805.00
Principal	11 Jun, 2020			10,00,000.00

Note: Interest payments would be rounded off to the nearest rupee. The debentures are being issued under an existing ISIN - INE916DA7PD6.

Annexure A: Illustration of Bond Cash Flows per Debenture for Series II:

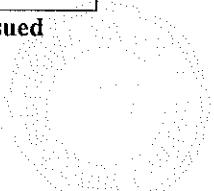
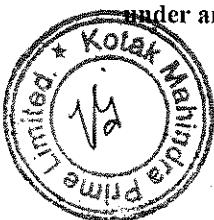
Cash flows	Date	Amount (in Rupees)
Principal	9 Sep 2020	10,00,000.00
Total		10,00,000.00

The debentures are being issued under an existing ISIN - INE916DA7OW9.

Annexure A: Illustration of Bond Cash Flows per Debenture for Series III:

Cash flows	Date	No of days in coupon period / principal period	Denominator (No. of days) for Coupon calculation	Amount (in Rupees)
First Coupon	08 Jan, 2018	54	365	11,160.69
Second Coupon	08 Jan, 2019	365	365	75,438.00
Third Coupon	08 Jan, 2020	365	365	75,438.00
Final Coupon	08 Jan, 2021	366	366	75,438.00
Principal	08 Jan, 2021			10,00,000.00

Note: Interest payments would be rounded off to the nearest rupee. The debentures are being issued under an existing ISIN - INE916DA7PE4



Annexure A: Illustration of Bond Cash Flows per Debenture for Series IV:

Cash flows	Date	No of days in coupon period / principal period	Denominator (No. of days) for Coupon calculation	Amount (in Rupees)
First Coupon	28 Jun, 2019	91	365	21,016.01
Second Coupon	28 Jun, 2020	366	366	84,295.00
Final Coupon	28 Jun, 2021	365	365	84,295.00
Principal	28 Jun, 2021			10,00,000.00

Note: Interest payments would be rounded off to the nearest rupee. The debentures are being issued under an existing ISIN - INE916DA7QB8.

Annexure A: Illustration of Bond Cash Flows per Debenture for Series V:

Cash flows	Date	No of days in coupon period / principal period	Denominator (No. of days) for Coupon calculation	Amount (in Rupees)
First Coupon	28 Oct, 2019	185	365	42,436.47
Second Coupon	28 Oct, 2020	366	366	83,726.00
Final Coupon	28 Oct, 2021	365	365	83,726.00
Principal	28 Oct, 2021			10,00,000.00

Note: Payments would be rounded off to the nearest rupee. The debentures are being issued under an existing ISIN - INE916DA7QC6.

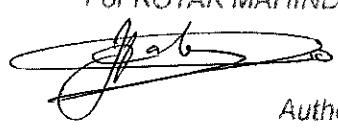
Annexure A: Illustration of Bond Cash Flows per Debenture for Series VI:

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
Principal	29 Mar 2022	1,055	10,00,000.00
Total			10,00,000.00

Kindly note that the cash flows and issue details including Coupon Rate payable or Premium or Discount on issue (if any) or Paid-up value of debenture for Series I to Series III and Series IV are tentative based on Company's expected yield of 8.55% and 8.65% xirr respectively. Actuals may be different based on the cutoff yield (if accepted) by the Company.

In case of Open bidding, the Company has an option to either accept or reject the bids received above the expected yield as per the process laid down by SEBI Circular and Operational Guidelines.

For KOTAK MAHINDRA PRIME LTD.


Authorised Signatory

