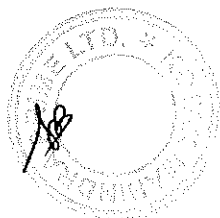


ISSUE DETAILS

| 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 |
| Total Issue Size | Rs.220 crore with an option to retain over-subscription of Rs.280 crore aggregating to Rs.500 crore. |
| Option to retain oversubscription (Amount) | Rs. 500 crore (Rs.140 crore in Series I Rs.25 crore in Series II Rs.20 crore in Series III Rs.95 crore in Series IV) |
| Objects of the Issue | For details kindly refer section "Other Details - point q (v)" of Shelf Disclosure Document to be listed on BSE |
| 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: 7.75% p.a. Series II: 7.4805%.p.a. Series III: 7.30% p.a. Series IV: N.A. |
| Coupon Payment frequency | Series I: Coupon payable annually and at maturity. Series II: Coupon payable annually and at maturity. Series III: Coupon payable annually and at maturity. Series IV: N.A. |
| Coupon Payment Dates | Series I: First Coupon Date: 24 Dec 2018 Final Coupon Date: 20 Dec 2019 |



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| | <p>Series II: First Coupon Date: 11 Jun 2018 Second Coupon Date: 11 Jun 2019 Final Coupon Date: 11 Jun 2020</p> <p>Series III: First Coupon Date: 4 Sep 2018 Second Coupon Date: 4 Sep 2019 Third Coupon Date: 4 Sep 2020 Final Coupon Date: 14 Oct 2020</p> <p>Series IV: N.A.</p> |
| Coupon type | <p>Series I: Fixed Series II: Fixed Series III: Fixed Series IV: 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.51,111,2740 per debenture Clean price: Rs. 98.6351 per 100 (Accrued interest per debenture of Rs. 10,00,000/- is Rs. 64,760.2740)</p> <p>Series II: Rs.740.6575 per debenture Clean price: Rs. 97.3278 per 100 (Accrued interest per debenture of Rs. 10,00,000/- is Rs. 27,462.6575)</p> <p>Series III: N.A.</p> <p>Series IV: N.A.</p> |
| Paid up value of debenture | <p>Series I: Rs.10,51,111.2740/- (including Issue Premium as above) Series II: Rs.10,00,740.6575/- (including Issue Premium as above) Series III: Rs. 9,78,212/- (including Discount on Issue as below) Series IV: Rs.7,69,144- (including Discount on Issue as below)</p> |
| Discount at which security is issued and the effective yield as a result of such discount | <p>Series I: N.A.</p> <p>Series II: N.A.</p> <p>Series III: Rs.21,788/- per debenture (effective yield 9.10%) Clean price: Rs. 96.8412 per 100 (Accrued interest per debenture of Rs. 10,00,000/- is Rs.</p> |



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| | 9.800/-) Series IV: Rs.2,30,856/- per debenture (effective yield 9.10%) |
| Tenure from the deemed date of allotment | Series I: 423 days Series II: 597 days Series III: 722 days Series IV: 1100 days |
| Redemption Date | Series I: 20 Dec 2019 Series II: 11 Jun 2020 Series III: 14 Oct 2020 Series IV: 27 Oct 2021 |
| 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/- |
| 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. |
| Put Option Notice Date | N.A. |
| Put Option Time | N.A. |
| Put option Price | N.A. |
| Minimum Application and in multiples of Debt Securities thereafter | 10 debentures and 1 debenture thereafter |
| Issue Opening | 22 October 2018 |
| Bid opening | 22 October 2018 |
| Bid Closing | 22 October 2018 |
| Issue Closing | 22 October 2018 |
| Subscription Date | 23 October 2018 (Refer Note 1) |
| Bid Book Type | Open |
| Mode of Settlement | ICCL |
| Type of Allotment | Uniform Pricing |
| Date of allotment | 23 October 2018 |
| 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. |

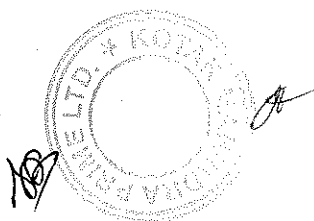


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| Provisions related to Cross Default Clause | Refer Section 'B' of Summary. Term sheet of Offer Document |
| Transaction Documents | Refer Section 'B' of Summary Term sheet of Offer Document. |
| Condition Precedent to Disbursements | Refer Section '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 (excluding any payment of interest due on maturity date) falling on a Saturday (non-business day) / Sunday or on a bank holiday or on a day when there is no RTGS / NEFT / ECS clearing, shall be paid on the next working 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 (non-business day) / Sunday or on a bank holiday or on a day when there is no RTGS / NEFT / ECS clearing, the redemption proceeds (interest + principal) shall be paid on the preceding / previous working 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 Kiroli, 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 :

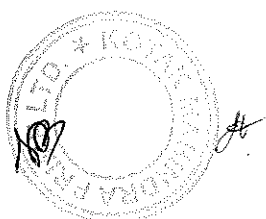


“Moveable Properties” shall mean, present and future:

- (i) Receivables;
 - (ii) other book debts of the Company (except the ones excluded from the definition of Receivables);
 - (iii) other current 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 at least 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. 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/permitted 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.
 - 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 may be 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 | 24 Dec, 2018 | 367 | 365 | 77,924.66 |
| Final Coupon | 20 Dec, 2019 | 361 | 365 | 76,650.68 |



| | | | | |
|-----------|--------------|--|--|--------------|
| Principal | 20 Dec, 2019 | | | 10,00,000.00 |
|-----------|--------------|--|--|--------------|

Note: Interest payments would be rounded off to the nearest rupee. The debentures are being issued under an existing ISIN - INE916DA7PG9.

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

| 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 III:

| Cash flows | Date | No of days in coupon period / principal period | Denominator (No. of days) for Coupon calculation | Amount (in Rupees) |
|---------------|--------------|--|--|--------------------|
| First Coupon | 4 Sept, 2018 | 365 | 365 | 73,000.00 |
| Second Coupon | 4 Sept, 2019 | 365 | 365 | 73,000.00 |
| Third Coupon | 4 Sept, 2020 | 366 | 366 | 73,000.00 |
| Final Coupon | 14 Oct, 2020 | 40 | 365 | 8,000.00 |
| Principal | 14 Oct, 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 - INE916DA7OZ2.


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

| Cash flows | Date | No of days in coupon period / principal period | Amount (in Rupees) |
|------------|--------------|--|--------------------|
| Principal | 27 Oct, 2021 | 1100 | 10,00,000.00 |

Kindly note that the cash flows and issue details including Coupon Rate payable / Premium or Discount on issue (if any) / Paid-up value of debenture for Series I are tentative based on Company's expected yield of 9.00% xirr and Series III and Series IV are tentative based on Company's expected yield of 9.10% xirr. 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 of BSE in this regard.

For KOTAK MAHINDRA PRIME LTD.


Authorised Signatory

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