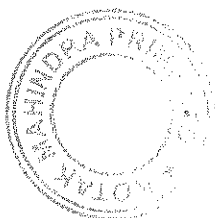


ISSUE DETAILS

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.
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 and ICRA AAA/Stable Series III: CRISIL AAA/Stable
Total Issue Size	Rs.245 crore with an option to retain over subscription up to Rs.80 crore aggregating to Rs.325 crore
Option to retain oversubscription (Amount)	Series I: Rs.15crore Series II: Rs.25crore Series III: Rs.40crore
Objects of the Issue	For details kindly refer section "Other Details - point q (v)" of Shelf Disclosure Document.
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: 8.7500% p.a. Series II: 7.6351% p.a. Series III: N.A.
Coupon Payment frequency	Series I: First coupon payable on 16 Aug 2019 and thereafter annually and at maturity Series II: First coupon payable on 23 Feb 2020 and thereafter annually and at maturity Series III: N.A.
Coupon Payment Dates	Series I: First Coupon Date: 16 Aug 2019 Second Coupon Date: 16 Aug 2020 Third Coupon Date: 16 Aug 2021 Final Coupon Date: 28 Sept 2021 Series II: First Coupon Date: 23 Feb 2020 Second Coupon Date: 23 Feb 2021 Third Coupon Date: 23 Feb 2022 Final Coupon Date: 23 Feb 2023 Series III: N.A.
Coupon type	Series I: Fixed Series II: Fixed



187

	Series III: N.A.
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 in Payment	In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of at least @ 2% p.a. over the coupon rate shall be payable by the Company for the defaulting period
Face Value (Nominal Value) per Debenture	Rs.10,00,000/-
Premium on Issue	Series I: Rs.42,681.0137 per debenture Clean price: Rs.102.7818 per 100 (Accrued interest per debenture of Rs.10,00,000/- is Rs.14,863.0137) Series II: N.A. Series III: N.A.
Paid up value of debenture	Series I: Rs.10,42,681.0137 (including Premium on Issue as above) Series II: Rs.10,00,000/- Series III: Rs.7,75,642/-
Discount at which security is issued and the effective yield as a result of such discount	Series I: N.A. Series II: N.A. Series III: Rs.2,24,358/- (effective yield: 7.65% xirr)
Tenure from the deemed date of allotment	Series I: 712 days Series II: 1225 days Series II: 1258 days
Redemption Date	Series I: 28 Sept 2021 Series II: 23 Feb 2023 Series III: 28 Mar 2023
Redemption Amount (Principal) per debenture	Series I: Rs.10,00,000/- Series II: Rs.10,00,000/- Series III: 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.
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	16 October 2019
Bid opening	16 October 2019
Bid Closing	16 October 2019
Issue Closing	16 October 2019
Subscription Date	17 October 2019 (Refer Note 1)
Bid Book Type	Open
Mode of Settlement	NSCCL
Type of Allotment	Uniform Pricing



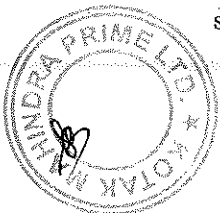
Date of allotment	17 October 2019
Issuance mode of the Instrument	Demat only
Trading mode of The Instrument	Demat only
Settlement mode of the Instrument	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE and Private Placement Offer Letter
Depository	NSDL / CDSL
Payment 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 & May 31, 2019
Latest Audited Financial information as on March 31, 2019	For details kindly refer Offer Document.

Notes:

- Application money, if any, once received by the company cannot be withdrawn by the Applicant.
- 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).
- Payment convention:
 - 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.
 - 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 (for Series I) , Debenture Trust Deed dated July 03, 2019 (for Series II & III) 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 (for Series I) , Deed of Hypothecation dated July 3, 2019 (for Series II & III) 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 (both dates exclusive) 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/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 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	16 Aug, 2019	365	365	87,500.00
Second Coupon	16 Aug, 2020	366	366	87,500.00
Third Coupon	16 Aug, 2021	365	365	87,500.00
Final Coupon	28 Sep, 2021	43	365	10,308.22
Principal	28 Sep, 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 - INE916DA7PZ9.

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	23 Feb, 2020	129	365	26,984.33
Second Coupon	23 Feb, 2021	366	366	76,351.00
Third Coupon	23 Feb, 2022	365	365	76,351.00
Final Coupon	23 Feb, 2023	365	365	76,351.00
Principal	23 Feb, 2023			10,00,000.00

Note: Interest payments would be rounded off to the nearest rupee.

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

Cash flows	Date	No of days in coupon period / principal period	Amount (in Rupees)
Principal	28 Mar 2023	1258	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 are tentative based on Company's expected yield of 7.15% 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.

Mandira

Authorised Signatory



