

To
The Board of Directors
Kotak Mahindra Investments Limited
27 BKC, C-27 G Block,
Bank Kurla Complex,
Bandra (East), Mumbai - 400051

Certificate on Statement of asset cover and compliance with relevant covenants with respect to listed non-convertible debentures outstanding as at September 30, 2022

1. The certificate is issued in accordance with the terms of our engagement letter dated November 1, 2022.
2. We, Kalyaniwalla & Mistry LLP, Chartered Accountants, are statutory auditor of **Kotak Mahindra Investments Limited** (the "Company"), have been requested by the Management of the Company to certify the book value of assets charged against the listed Secured Non-Convertible Debentures (NCDs) ("listed debt securities") issued by the Company mentioned in the accompanying "Statement of assets cover as on September 30, 2022" (the "Statement") and compliance with covenants / terms of issue in respect of listed debt securities of the Company as mentioned in the accompanying "Statement of assets cover and compliance with covenants as on September 30, 2022" ("Annexure A") for submission to the Securities and Exchange Board of India ("SEBI") pursuant to Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide circular no. SEBI / HO / MIRSD / MIRSD_CRADT/COR/P/2022/67 dated May 19, 2022, and to Debenture Trustees of the listed debt securities pursuant to Regulation 15(1)(t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time, (together referred to as the "Regulations"). The Statement and Annexure A have been stamped by us for identification purpose only.

Management's Responsibility

3. The preparation of the accompanying Statement and Annexure A from the unaudited books of account, unaudited financial results of the Company for the six months ended September 30, 2022, and other relevant records and documents is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for maintenance of asset cover and compliance with all the covenants of the respective Offer Document / Information Memorandum / Debenture Trust deeds in the manner as may be specified by SEBI and adherence with all other applicable conditions mentioned in the Regulations in connection with the Statement and Annexure A.

Auditor's Responsibility

5. Our responsibility is to provide a limited assurance as to whether:

- i. the particulars contained in the aforesaid Statement with respect to book value of asset charged against listed debt securities issued by the Company are in agreement with the unaudited books of accounts, unaudited financial results for the six months ended September 30, 2022, and other relevant records and documents maintained by the Company and;
- ii. the Company has complied with covenants / terms of the issue in respect of listed debt securities of the Company as mentioned in the accompanying Annexure A.

This does not include the evaluation of adherence by the Company with all the applicable guidelines of the Regulations, Offer documents / Information memorandum and Debenture Trust deeds.

6. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such an opinion.
7. The unaudited financial results for the six months ended September 30, 2022, have been reviewed by us on which we have issued an unmodified conclusion vide our report dated November 12, 2022. Our review of these financial results was conducted in accordance with the Standard on Review Engagements ("SRE") 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India ("ICAI"). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement.
8. We conducted our examination of the Statement and Annexure A in accordance with the Guidance Note on Reports or Certificates for Special Purposes (the "Guidance Note") issued by the Institute of Chartered Accountant of India (ICAI) and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 in so far as applicable for the purpose of this Certificate, which includes the concepts of test checks and materiality. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control ("SQC") 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

10. Based on our review as detailed in paragraph 5 above and according to the information, explanation and representations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that:
 - i. the particulars contained in the aforesaid Statement with respect to book value of asset charged against listed debt securities issued by the Company are not in agreement with the unaudited books of accounts, unaudited financial results for the six months ended September 30, 2022, and other relevant records and documents maintained by the Company and;
 - ii. the Company has not complied with covenants / terms of the issue in respect of listed debt securities of the Company as mentioned in the accompanying Annexure A.

Restriction on Use

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to Debenture Trustees and SEBI in accordance with the Regulations and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS

Firm Reg. No.: 104607W/W100166

Roshni R. Marfatia

PARTNER

Membership No. 106548

UDIN: 22106548BCXJDM4469

Mumbai: November 12, 2022

Annexure A

Statement of asset cover and compliance with covenants as on September 30, 2022

Asset cover in respect of listed debt securities of the listed entity under SEBI Circular SEBI /HO/ M IRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022

We hereby certify that:

- A.** The listed entity i.e. **Kotak Mahindra Investments Limited** ('the Company') has vide its Board Resolutions, Information Memorandums / Offer Documents and under various Debenture Trust Deeds, issued the listed debt securities (Non-Convertible Debentures / NCD's) and the amount outstanding as at September 30, 2022 is Rs. 378,674.23 lakhs as per **Exhibit 1**.
- B. Assets cover for Secured debt securities**
- i. The financial information as on September 30, 2022, has been extracted from the unaudited books of account, unaudited financial results for the six months ended September 30, 2022, and other relevant records and documents maintained by the Company.
- ii. The assets of the Company provide coverage of 1.56 times of the interest and principal amount, which is in accordance with the terms of the issue / debenture trust deed (Calculation as per "Statement of asset cover as on September 30, 2022") ("the Statement").
- C. Compliance of all the covenants / terms of the issue in respect of listed debt securities of the listed entity**

We confirm that the Company has complied with the following covenants / terms of the issue of the listed debt securities:

NCD Series	Financial Covenants	Status
All listed NCDs outstanding as at September 30, 2022	Maintain 100% asset cover or asset cover as per the terms of Offer document / Information memorandum and / or Debenture Trust Deed at all the time on total amount outstanding (including interest accrued) for the NCDs as at September 30, 2022.	Complied

Notes:

- i. This Statement is prepared in accordance with Regulation 15(1)(t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as amended vide notification No. SEBVLAO-NRO/GN/2020/34 dated October 8, 2020 and notification No. SEBI/J.ADNRO/GN/2022/78 dated April 11, 2022 and to the Securities and Exchange Board of India ("SEBI") pursuant to Regulation 54 read with Regulation 56(1)(d) of the SEBI (listing Obligations and Disclosure Requirements) Regulations 2015 as amended vide circular no. EBVHO/MIRSD/MIRSD_CRADT/COR/P/2022/67 dated May 19, 2022 (together referred to as the "Regulations").
- ii. Other than that stated above, there is no financial covenant specified in the Offer Document / Information memorandum of the listed non-convertible debt securities that the Company needs to comply with.

For Kotak Mahindra Investments Limited

Chief Financial Officer

Mumbai: November 12, 2022

Exhibit 1**Outstanding Secured Non- Convertible Debentures (including interest accrued) as at September 30, 2022:**

Sr. No.	ISIN	Facility	Mode of Issue	Type of Charge	Face Value	Outstanding Amount as on September 30, 2022	Security cover	Assets required
			Private Placement/ Public issue	(Exclusive/p ari passu)	(Rs. in lakhs)	(Rs. in lakhs)	Ratio required i.e. 1.00	(Rs. in lakhs)
1	INE975F07HD0	Secured Debenture	Private Placement	Pari pasu	40,000.00	42,183.62	1	42,183.62
2	INE975F07HE8	Secured Debenture	Private Placement	Pari pasu	25,000.00	27,169.74	1	27,169.74
3	INE975F07HF5	Secured Debenture	Private Placement	Pari pasu	5,000.00	5,188.36	1	5,188.36
4	INE975F07HG3	Secured Debenture	Private Placement	Pari pasu	25,000.00	27,293.35	1	27,293.35
5	INE975F07HH1	Secured Debenture	Private Placement	Pari pasu	25,000.00	24,272.67	1	24,272.67
6	INE975F07HL3	Secured Debenture	Private Placement	Pari pasu	20,000.00	18,862.84	1	18,862.84
7	INE975F07HM1	Secured Debenture	Private Placement	Pari pasu	20,000.00	21,022.55	1	21,022.55
8	INE975F07HJ7	Secured Debenture	Private Placement	Pari pasu	35,000.00	32,670.48	1	32,670.48
9	INE975F07HN9	Secured Debenture	Private Placement	Pari pasu	39,900.00	37,488.64	1	37,488.64
10	INE975F07HR0	Secured Debenture	Private Placement	Pari pasu	7,500.00	6,554.56	1	6,554.56
11	INE975F07HQ2	Secured Debenture	Private Placement	Pari pasu	5,000.00	5,214.72	1	5,214.72
12	INE975F07HK5	Secured Debenture	Private Placement	Pari pasu	30,000.00	30,013.56	1	30,013.56
13	INE975F07HO7	Secured Debenture	Private Placement	Pari pasu	10,000.00	10,494.63	1	10,494.63
14	INE975F07HP4	Secured Debenture	Private Placement	Pari pasu	40,000.00	41,680.22	1	41,680.22
15	INE975F07HI9	Secured Debenture	Private Placement	Pari pasu	27,500.00	26,064.29	1	26,064.29
16	INE975F07HS8	Marked Linked Debenture	Private Placement	Pari pasu	22,500.00	22,500.00	1	22,500.00
						3,78,674.23		3,78,674.23

Statement of asset cover

Security cover certificate as per Regulation 54(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on September 30, 2022														
Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to I)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari-passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in column F)		debt amount considered more than once (due to exclusive plus pari-passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari-passu charge Assets	Carrying value/book value for pari-passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value(=K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value		(Refer Note 3)						
ASSETS														
Property, Plant and Equipment	Building (Note 1)	-	-	Yes	6.64	-	67.05	-	73.69	-	-	44.10	-	44.10
Capital Work-in-Progress		-	-	No	-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	No	-	-	-	-	-	-	-	-	-	-
Goodwill		-	-	No	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	No	-	-	111.35	-	111.35	-	-	-	-	-
Intangible Assets under Development		-	-	No	-	-	4.18	-	4.18	-	-	-	-	-
Investments	Mutual Fund, Debenture, Venture Fund etc.	-	-	Yes	45,394.57	-	1,57,835.01	-	2,03,229.58	-	-	23,850.34	21,544.23	45,394.57
Loans	Receivables under financing activities (Note 2)	-	-		6,70,294.06	-	5,496.64	-	6,75,790.70	-	-	-	6,70,294.06	6,70,294.06
Inventories		-	-	No	-	-	-	-	-	-	-	-	-	-
Trade Receivables		-	-	Yes	55.28	-	-	-	55.28	-	-	-	55.28	55.28
Cash and Cash Equivalents	Balances with banks in Current account	-	-	Yes	35,595.66	-	440.10	-	36,035.76	-	-	-	35,595.66	35,595.66
Bank Balances other than Cash and Cash Equivalents	Balance in Fixed Deposit	-	-	Yes	-	-	46.06	-	46.06	-	-	-	-	-
Others		-	-	No	-	-	5,985.11	-	5,985.13	-	-	-	-	-
Total		-	-		7,51,346.20	-	1,69,985.51	-	9,21,331.73	-	-	23,894.44	7,27,489.23	7,51,383.67
LIABILITIES														
Debt securities to which this certificate pertains		-	-	Yes	3,78,674.23	-	-	(2,913.41)	3,75,760.82	-	-	-	3,78,674.23	3,78,674.23
Other debt sharing pari-passu charge with above debt			-	No	1,04,205.63	-	-	(27.35)	1,04,178.28	-	-	-	1,04,205.63	1,04,205.63
Other Debt														
Subordinated debt			-	No	-	-	21,111.21	(21.00)	21,090.21	-	-	-	-	-
Borrowings			-	No	-	-	1,51,976.42	(6.60)	1,51,969.82	-	-	-	-	-
Bank			-	No	-	-	-	-	-	-	-	-	-	-
Debt Securities			-	No	-	-	-	-	-	-	-	-	-	-
Others														
Trade payables			-	No	-	-	765.81	-	765.81	-	-	-	-	-
Lease Liabilities			-	No	-	-	-	-	-	-	-	-	-	-
Provisions			-	No	-	-	745.67	-	745.67	-	-	-	-	-
Others			-	No	-	-	4,247.28	2,813.00	7,060.28	-	-	-	-	-
Total			-		4,82,879.86	-	1,78,846.40	(155.36)	6,61,570.90	-	-	-	4,82,879.86	4,82,879.86
Cover on Book Value					1.56									
Cover on Market Value														1.56
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									

Notes:

1. The Market value of the immovable property is as per the valuation report dated 31 July 2021.
2. Receivable under financing activities is part of the non trading book where loans are in the nature of held to maturity and created with a sole objective of collecting principal and interest. Therefore company has considered the book value for this certificate.
3. In order to match the value of Liabilities in Column I with the values in the Ind AS Financial Statements, relevant Ind AS adjustments have been eliminated in Column I (Elimination) and there is no debt amount considered more than once (due to exclusive plus pari-passu charge)