

THIS GENERAL INFORMATION DOCUMENT HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SECTION 42 OF THE COMPANIES ACT, 2013, THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AS AMENDED FROM TIME TO TIME



**KOTAK MAHINDRA INVESTMENTS LIMITED**

**CIN:** U65900MH1988PLC047986

**RBI Registration Number:** B-13.01356

**PAN Number:** AAACH1075K

(Incorporated on 5th July 1988, in Mumbai, a company within the meaning of the Companies Act, 1956 and registered with the Reserve Bank of India as a Non-Banking Financial Company)

**Registered Office:** 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051 **Tel:** 022-43360000

**Corporate Office:** Kotak Mahindra Investments Limited, Godrej 2, 10<sup>th</sup> Floor, Pirojshanagar, Vikrholi East Mumbai- 400079 ;

**Tel:** 022 68871500

**Fax:** 022 62215400

**Website:** www.kmil.co.in ;

**Compliance Officer:** Mr. Rajeev Kumar,

**Contact details of Compliance Officer:** 022-68871681,

**Email id:** kumar.rajeev@kotak.com

**General Information Document – KMIL/24-25/001**

Date: 17<sup>th</sup> October, 2024

Type of Issue Document: Private Placement

**GENERAL INFORMATION DOCUMENT FOR ISSUE OF SECURED, RATED, LISTED, REDEEMABLE NON-CONVERTIBLE DEBENTURES, (THE “DEBENTURES” or “NCDs”), ON PRIVATE PLACEMENT BASIS TO BE ISSUED IN ONE OR MORE TRANCHES/SERIES (THE “ISSUE”)**

**PLEASE NOTE THAT THIS GENERAL INFORMATION DOCUMENT SHALL ALSO GOVERN THE ISSUE AND LISTING OF COMMERCIAL PAPERS WHICH SHALL BE ISSUED / OFFERED BY THE COMPANY DURING THE VALIDITY OF THIS GENERAL INFORMATION DOCUMENT (“COMMERCIAL PAPERS”).**

**IT IS HEREBY CLARIFIED THAT: (A) ALL TERMS SET OUT UNDER THIS GENERAL INFORMATION DOCUMENT WHICH ARE SPECIFIC TO AND / OR APPLICABLE TO AND / OR IN RELATION TO THE DEBENTURES WILL NOT BE APPLICABLE TO THE COMMERCIAL PAPERS UNLESS SPECIFIED OTHERWISE HEREIN OR WHICH MAY BE APPLICABLE PURSUANT TO APPLICABLE LAW; (B) ALL TERMS IN RELATION TO COMMERCIAL PAPERS PROPOSED TO BE ISSUED UNDER THIS GENERAL INFORMATION DOCUMENT SHALL BE CAPTURED UNDER THE RELEVANT KEY INFORMATION DOCUMENT TO BE ISSUED BY THE COMPANY FOR EACH ISSUANCE OF SERIES OF THE COMMERCIAL PAPERS. FURTHER, IT IS CLARIFIED THAT THE ISSUE SIZE FOR THE DEBENTURES UNDER THIS GENERAL INFORMATION DOCUMENT SHALL BE INDEPENDENT OF THE ISSUE SIZE FOR THE COMMERCIAL PAPERS ISSUED AND LISTED UNDER THIS GENERAL INFORMATION DOCUMENT.**

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## SECTION A

### ISSUE OVERVIEW

Details of Compliance Officer	Details of Company Secretary	Details of Chief Financial Officer	Details of Promoters
Name: Mr. Rajeev Kumar Telephone: 022-68871681 E-mail: kumar.rajeev@kotak.com	Name: Mr. Rajeev Kumar Telephone: 022-- 68871681 E-mail: kumar.rajeev@kotak.com	Name: Mr. Siddarth Gandotra Telephone: 022-68871687 Email: Siddarth.Gandotra@kotak.com	Name: Kotak Mahindra Bank Limited Telephone: 022-61660001 E-mail: avan.doomasia@kotak.com





**Period of Validity of General Information Document:** This General Information Document and the issue of Debentures by the Company hereunder in Tranches/ Series is under the terms of the Debenture Trust Deed 1, Debenture Trust Deed 2 and any other Debenture Trust Deed executed / to be executed by the Company, as may be applicable, under this General Information Document and shall be valid for a period of one (1) year from the Issue Opening Date of the first Tranche/ Series of Debentures issued by the Company under this General Information Document read with the relevant Key Information Document and in respect of each offer of Debentures during the period of validity of this General Information Document, the Company shall file with the Stock Exchange, a Key Information Document with respect to each second or subsequent offer of non-convertible securities, containing details of the private placement and material changes, if any, in the information including the financial information provided in this General Information Document, as applicable.

The aggregate Issue amount of Debentures under this General Information Document shall form a part of (i) Overall Limit (as defined under Debenture Trust Deed 1) set out under Debenture Trust Deed 1 being Rs.6500,00,00,000/- (Rupees Six Thousand Five Hundred Crores Only) of which only Rs.1,533,20,00,000 /- (Rupees One Thousand Five Hundred and Thirty Three Crores and Twenty Lakhs only) is available as on the date of this General Information Document; (ii) the Overall Limit (as defined under Debenture Trust Deed 2) being Rs.6500,00,00,000/- (Rupees Six Thousand Five Hundred Crores only) of which only Rs. 621,70,00,000/- (Rupees Six Hundred and Twenty One Crores and Seventy Lakhs only) is available as on the date of this General Information Document; and (iii) the overall limit (if any) defined under any other Debenture Trust Deed (other than Debenture Trust Deed 1 and Debenture Trust Deed 2) to be executed by the Company. It is hereby clarified that the aggregate amount of the Issue proposed to be made under this General Information Document (being the aggregate of the amounts particularly specified in the relevant Key Information Document for each Tranche / Series of Debentures under this Issue) shall not be a sum of the overall limits (if any) set out under the Debenture Trust Deeds.

<sup>1</sup>Debentures / NCDs shall mean secured, rated, listed, redeemable non-convertible debentures to be issued in one or more Tranches/Series pursuant to this General Information Document and the relevant Key Information Document and the other applicable Transaction Documents, from time to time and such Debentures shall include Debentures 1 and Debentures 2.

<sup>2</sup>Issue shall form a part of (i) issuance of Debentures 1 by the Issuer under Debenture Trust Deed 1 (up to the limits available under Debenture Trust Deed 1 as on date of this General Information Document); (ii) the issuance of Debentures 2 by the Issuer under Debenture Trust Deed 2 (up to the limits available under Debenture Trust Deed 2 as on date of this General Information Document); and (iii) the issuance of Debentures (other than Debentures 1 and Debentures 2) by the Issuer under any other Debenture Trust Deed (other than Debenture Trust Deed 1 and Debenture Trust Deed 2)

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Details of Debenture Trustee	Details of Registrar to Issue	Details of Credit Rating Agency*	Details of Credit Rating Agency	Details of Statutory Auditors	Details of Arranger
				M/s Varma & Varma, Chartered Accountants	
IDBI Trusteeship Services Limited	Link Intime India Private Limited.	CRISIL Ratings Limited (A subsidiary of CRISIL Limited)	ICRA Limited	M/s Varma & Varma, Chartered Accountants	
Registered Address: Universal Insurance Building, Ground Floor, Sir P.M. Road, Fort, Mumbai – 400001 Corporate Address: Universal Insurance Building, Ground Floor, Sir P.M. Road, Fort, Mumbai - 400001A	Registered Address: C – 101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400 083 Corporate Address: C – 101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400 083	Registered Address: CRISIL House, Hiranandani Business Central Avenue, Park, Powai, Mumbai - 400 076 Corporate Address: CRISIL House Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400 076	Registered Address: B-710 Statesman House, 148, Barakhamba Road, New Delhi 110001 Corporate Address: Bldg No 8, 2 <sup>nd</sup> Floor Tower A, DLF Cyber City, Phase II, Gurugram- 122002,	M/s Varma & Varma, Chartered Accountants (Firm Registration No. 004532S) (From 29th July 2024 onwards) No. 901-903, C-Wing, 9 <sup>th</sup> Floor, Damji Shamji Corporate Square, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai – 400075, Maharashtra, India	The Company reserves the right to appoint arranger(s) for any Tranche/Series under the Issue and the details of such arranger shall be specified in the Key Information Document relevant to such Tranche/Series
Tel No.: 022 4080 7000 Fax No.: 022 6631 1776	Tel No.: 022 49186000 Fax No.: 022 49186060	Tel No.: 022 3342 3000 Fax No.: 022 4040 5800	Tel No.: 1244545300 Fax No. 40405800	Tel : +91 22 4516 6600 Fax No. 02261586275	
Contact Person: Mr. Subrat Udgata Tel No.: 022 40807000	Contact Person: Mr. Ganesh Jadhav Tel No.: 022 49186000 (Extn : 2478)	Contact Person: : Ms. Subhasri Narayanan Tel No.: 022 33423403	Contact Person: Ms Neha Parikh Tel No.: 022-61143426	Contact Person P.R. Prasanna Varma Tel No.: +91 +22 2839 583	
Email: <a href="mailto:itsl@idbitrustee.com">itsl@idbitrustee.com</a> <a href="mailto:Subrat@idbitrustee.com">Subrat@idbitrustee.com</a> Website: <a href="http://www.idbitrustee.com">www.idbitrustee.com</a>	Email: <a href="mailto:ganesh.jadhav@linkintime.co.in">ganesh.jadhav@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>	Email: <a href="mailto:crisilratingdesk@crisil.com">crisilratingdesk@crisil.com</a> <a href="mailto:subhasri.narayanan@crisil.com">subhasri.narayanan@crisil.com</a>	Email: <a href="mailto:neha.parikh@icraindia.com">neha.parikh@icraindia.com</a> Website: <a href="https://www.icra.in">https://www.icra.in</a>	Email: <a href="mailto:prasannavarma@varmaandvarma.com">prasannavarma@varmaandvarma.com</a> Website <a href="https://varmaandvarma.com/about-the-firm">https://varmaandvarma.com/about-the-firm</a>	

\*As on date of this General Information Document, the Company has obtained credit rating for the issuance of secured Debentures from CRISIL Ratings Limited and ICRA Limited. However, the Company may obtain credit rating(s) (single or dual) for the Debentures to be issued under this General Information Document, from time to time, from any other SEBI registered credit rating agencies. The respective Key Information Document shall contain the details of credit rating (single or dual) under which the respective Tranche/Series of Debentures are being issued.

The issue does not form part of non-equity regulatory capital mentioned under Chapter V (Issuance and Listing of perpetual debt instruments, perpetual non-cumulative preference shares and similar instruments) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021. The face value of each Debenture issued on private placement basis under this General Information Document shall be Rs. 1,00,000/- (Rupees One Lakh only) or Rs. 10,00,000/- (Rupees Ten Lakhs only) or Rs. 10,000/- (Rupees Ten Thousand only) as set out more particularly under the definition of "Face Value" under Section B (*Definitions*) of this General Information Document.

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## ISSUE SCHEDULE

The Issue Opening Date, the Issue Closing Date and the Deemed Date of Allotment for each Tranche/Series will be informed to the Trustee separately and shall be incorporated in the Key Information Document. The Issue shall be open for bidding on the working days of the recognised stock exchanges, subject to the timelines of the EBP.

Each Tranche/Series of Debentures offered pursuant to this General Information Document shall be subject to the terms and conditions pertaining to the Debentures outlined hereunder as modified/ supplemented by the terms of the respective Key Information Documents filed with the Stock Exchange in relation to such Series/Tranches and other documents in relation to such issuance including the Private Placement Offer cum Application Letter(s). The terms and conditions contained in this General Information Document shall be read in conjunction with the provisions (as may be mutually agreed between the Issuer and respective Debentures Holders from time to time) contained in the respective Key Information Documents, and in case of any repugnancy, inconsistency or where there is a conflict between the terms and conditions as are stipulated in the respective Key Information Documents on one hand, and the terms and conditions in the General Information Document on the other, the provisions contained in the Key Information Documents shall prevail over and override the provisions of this General Information Document for all intents and purposes. All references to the term 'Shelf Placement Memorandum' and 'Tranche Placement Memorandum' under the Transaction Documents shall be construed to mean 'General Information Document' and 'Key Information Document', respectively.

ISSUE/ BID OPENING DATE	As per the relevant Key Information Document
ISSUE/ BID CLOSING DATE	As per the relevant Key Information Document
PAY-IN DATE	As per the relevant Key Information Document
DEEMED DATE OF ALLOTMENT	As per the relevant Key Information Document
DATE OF EARLIEST CLOSING OF ISSUE, IF ANY	As per the relevant Key Information Document

The Issuer reserves the right to change the Issue program, including the Deemed Date of Allotment, at its sole discretion, without giving any reasons or prior notice. Debentures / CPs will be open for subscription at the commencement of banking hours and close at the close of banking hours on the dates specified in the Key Information Document.

## CREDIT RATING

**Details of credit rating along with the latest press release of the Credit Rating Agency in relation to the Issue and a declaration that the rating is valid as on the date of issuance and listing. Such press release shall not be older than one year on the date of opening of the issue:**

As per the relevant Key Information Document

**Date of Rating Letters:** As per the relevant Key Information Document

**Date of Rating Rationale / Press Release of Ratings:** As per the relevant Key Information Document

**Press Release and Rating Rationale:** As per the relevant Key Information Document

## LISTING

The Debentures are proposed to be listed on the Whole Sale Debt Market Segment of the BSE Ltd ("**BSE**"). The in-principle approval obtained by the Issuer from BSE has been disclosed in Annexure IX. The Issuer has maintained the Recovery Expense Fund with the BSE (Please refer to the '**Summary Term Sheet**' for more details).

The Commercial Papers are proposed to be listed on BSE.

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## ELIGIBLE INVESTORS

### For Debentures

The Disclosure Documents and the contents thereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by the Issuer and only such recipients are eligible to apply for the Debentures.

Subject to applicable law, the categories of investors eligible to subscribe to the Debentures in this Issue, when addressed directly, are all QIBs, and any non-QIB Investors specifically mapped by the Issuer on the EBP Platform.

Note: Participation by potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them. Please also refer to the Section on 'Who Can Apply' below.

### For Commercial Papers

Notwithstanding the below, the Disclosure Documents and the contents thereof are restricted for only the intended recipient(s) who have been address directly through a communication by the Issuer and only such recipients are eligible to apply for the Commercial Papers.

Subject to applicable law:

All

- residents of India are eligible to invest in CPs.
- Non-residents are eligible to invest in CPs to the extent permitted under Foreign Exchange Management Act (FEMA), 1999 or the rules/regulations framed thereunder.

The aforementioned entities shall be considered to be eligible investors in respect of CPs. Provided that if the person, whether resident or non-resident, is a related party of the Issuer, then such person is ineligible to invest in the CPs whether in the primary or through the secondary market. Further, investment by regulated financial sector entities will be subject to such conditions as the concerned regulator may impose.

## ISSUE HIGHLIGHTS\*

<b>Coupon Rate</b>	As per the relevant Key Information Document
<b>Coupon Payment Frequency</b>	As per the relevant Key Information Document
<b>Redemption Date</b>	As per the relevant Key Information Document
<b>Redemption Amount</b>	As per the relevant Key Information Document
<b>Details of Debenture Trustee</b>	IDBI Trusteeship Services Limited. Please refer to Annexure VI for terms and conditions of the details of appointment of the Debenture Trustee
<b>Nature and Issue Size</b>	Issue Size for Debentures: Secured, rated, listed, redeemable Non-Convertible Debentures to be issued in one or more Tranche/Series and the issue size for each Tranche / Series of Debentures shall be set out in the Key Information Document issued for such Tranche / Series of Debentures.
<b>Base Issue and Green Shoe Option</b>	As per the relevant Key Information Document for each Tranche / Series of the Debentures

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<b>Shelf/ Tranche Size</b>	As per the relevant Key Information Document for each Tranche / Series of Debentures  Shelf Size: As per the relevant Key Information Document for each Tranche / Series of Debentures.
<b>Details about Underwriting of the Issue including the Amount Undertaken to be Underwritten by the Underwriters.</b>	As per the relevant Key Information Document
<b>*For further details on the terms of the Issue, please also refer the Section on 'Summary Term Sheet'</b>	

#### ELECTRONIC BOOK MECHANISM AND DETAILS PERTAINING TO THE UPLOADING THE PLACEMENT MEMORANDUM ON THE ELECTRONIC BOOK PROVIDER PLATFORM.

The Issue shall be open for bidding and subscribed to in accordance with the guidelines issued by SEBI and the EBP pertaining to the procedure of Electronic Book Mechanism set out in the Electronic Book Mechanism Guidelines

<b>Issue Composition – Details of size of the Issue and green shoe portion, if any:</b>	As per the relevant Key Information Document
<b>Interest Rate Parameter:</b>	As per the relevant Key Information Document
<b>Bid Opening Date and Bid Closing Date:</b>	As per the relevant Key Information Document
<b>Mode of Bidding</b>	As per the relevant Key Information Document
<b>Manner of Allotment:</b>	As per the relevant Key Information Document
<b>Allotment Size</b>	As per the relevant Key Information Document
<b>Manner of Settlement:</b>	As per the process prescribed by the Electronic Book Mechanism Guidelines
<b>Minimum Bid Lot and Multiple of Single Bid:</b>	As per the relevant Key Information Document
<b>Trading Lot Size:</b>	As per the relevant Key Information Document
<b>Anchor Portion and Anchor Investors:</b>	As per the relevant Key Information Document
<b>Settlement Cycle [T+1/ T+2] where T refers to the date of bidding/ issue day:</b>	As per the relevant Key Information Document

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## APPLICATION PROCESS

### FOR DEBENTURES

#### A. HOW TO APPLY

Only eligible investors as given hereunder to whom the Disclosure Document is addressed may apply for the Debentures. Eligible investors are required to register on the EBP Platform. All the registered and eligible investors are required to update the necessary bank account details and demat details before participating in the bidding process on the EBP Platform.

Each Tranche of the Issue will open on the 'Issue Opening Date' and close on the 'Issue Closing Date' (both days inclusive) as stated herein below ("**Issue Period**"). Potential investors who wish to invest in the Issue shall submit an application for the Debentures with all the accompanying documents at any time starting from the Issue Opening Date and upto the Issue Closing Date. The subscription to the Debentures shall be made by the potential investors through the Electronic Book Mechanism as prescribed by SEBI during the Issue Period in the manner as set out in the section on '**Issue Procedure**' below.

Applications for the Debentures must be made in the Application Form and must be completed in block letters in English by the Eligible investors. Application Forms must be accompanied by payment details. The full amount of the Face Value applied for has to be paid along with the delivery of the fully completed and executed Application Form together with other applicable documents described below. Application Forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety. **All Application forms duly completed shall be submitted at the Corporate Office of the Issuer being Kotak Mahindra Investments Limited, Godrej 2, 10th Floor, Pirojshanagar, Vikrholi East Mumbai- 400079.**

The funds have to be credited to the designated bank accounts of the relevant Clearing Corporation, within the prescribed timelines, as per the Electronic Book Mechanism Guidelines. It may be noted that payment by any other means shall not be accepted. The Issuer assumes no responsibility for any applications lost in mail or in transit or any failure of electronic fund transfer.

The Issuer will not be responsible in any manner for any delayed receipts / non-receipt of payments or applications lost in mail.

#### B. WHO CAN APPLY?

Nothing in the Disclosure Documents shall constitute and/or deem to constitute an offer or an invitation to an offer, to be made to the Indian public or any section thereof through the Disclosure Documents, and the Disclosure Documents and its contents should not

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be construed to be a prospectus under the Companies Act. Subject to applicable law, the categories of investors eligible to subscribe to the Debentures in this Issue, when addressed directly, are those as set out in the section for 'Eligible Investors' hereinabove.

Without prejudice to the aforesaid, where the selection of the eligible investors is required to be done pursuant to bidding mechanism on the electronic platform of the EBP called "EBP Platform" or any successive arrangement/platform mandated by SEBI under the Electronic Book Mechanism Guidelines, only those Persons:

- who have been named in the "List of Eligible Investors" as placed before and approved by the Board; and/or
- who are registered on the EBP Platform and eligible to make bids for Debentures of the Issuer (considered as 'deemed identified');
- to whom allocation is to be made by the Issuer pursuant to selection under the electronic book mechanism for issuance of securities on private placement basis in terms of the relevant circulars and directions issued by the Securities and Exchange Board of India and the relevant electronic book providers,

shall be considered as "identified persons" to whom the Issuer shall make private placement of the Debentures and only such "identified persons" shall receive a direct communication from the Issuer with offer to subscribe to the Debentures and only such "identified persons" shall be entitled to subscribe to the Debentures (or any Tranche/Series thereof).

**Notwithstanding anything stated in this document or otherwise, all eligible investors are required to check and comply with applicable laws including the relevant rules / regulations / guidelines / directions applicable to them for investing in this issue of Debentures, including all eligibility and registration formalities under the Electronic Book Mechanism Guidelines and the Issuer, is not in any way, directly or indirectly, responsible for any statutory or regulatory or procedural breaches by any investor, neither is the Issuer required to check or confirm the same.**

The Disclosure Documents and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by or on behalf of the Issuer and only such recipients are eligible to apply for the Debentures.

Eligible investors who fall in any of the following categories, shall accompany their Application Forms with the following documents It must however be noted that all KYC procedures shall be subject to the Electronic Book Mechanism Guidelines:

#### **PAN / GIR No:**

All applicants should mention their Permanent Account number (PAN) allotted under Income Tax Act, 1961 or where the same has not been allotted, the GIR Number and the IT Circle/Ward/District should be mentioned. In case where neither the PAN nor the GIR number has been allotted, or the applicant is not assessed to Income Tax, the fact of such non-allotment should be mentioned in the Application Form. Applications without this will be considered incomplete and are liable to be rejected.

#### **Application by Banks/ Corporate Bodies/ Mutual Funds/ Financial Institutions/ Trusts/ Statutory Corporations**

The applications must be accompanied, where applicable, by certified true copies of (i) memorandum and articles of association/constitution/by-laws/trust deed; (ii) resolution authorizing investment and containing operating instructions; (iii) specimen signatures of authorized signatories; and (iv) necessary form for claiming exemption from interest on application money.

In case of applications by Mutual Funds registered with SEBI, a separate application must be made in respect of each scheme of the Mutual Fund and such applications will not be treated as multiple applications, provided that the application made by the asset management company/ trustee/ custodian clearly indicate their intention as to the scheme for which the application has been made.

The application forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

- (a) SEBI registration certificate;
- (b) Resolution authorizing investment and containing operating instructions;;
- (c) Specimen signature of authorized signatories.



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### **Application by Partnership Firm**

The applications must be accompanied, where applicable, by certified copies of (i) the PAN Card of the partnership firm; (ii) copy of the partnership deed; (iii) the photo identity proof like Passport / PAN Card / Driving License, etc. of the partner(s) signing the Application Form and specimen signatures of authorised signatories; and (iv) an authority letter from all partners authorizing such investment.

### **Application under Power of Attorney**

The applications must be accompanied by a certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signatures of all authorised signatories must be lodged along with the submission of the completed Application Form. Further, modifications/additions in the power of attorney or authority should be delivered to the Company at its Registered / Corporate Office.

## **C. ISSUE PROCEDURE**

The Issue setup shall be done by the Issuer in accordance with the Electronic Book Mechanism Guidelines. The final subscription to the Debentures shall be made by the eligible investors through the Electronic Book Mechanism as prescribed by SEBI under the Electronic Book Mechanism Guidelines by placing bids on the EBP Platform during the Issue period. An Issuer, at its discretion, may withdraw from the Issue process in accordance with the conditions enlisted in the Electronic Book Mechanism Guidelines. Eligible investors should note that disclosure of estimated cut off yield by the EBP platform to the eligible participants, pursuant to closure of Issue, shall be at the discretion of the Issuer. The Issuer may choose to disclose the estimated cut-off yield to all the eligible participants before the bidding.

The minimum number of Debentures that can be applied for and the multiples thereof shall be as set out in the Disclosure Documents. No application can be made for a fraction of a Debentures.

Potential investors whose bids have been accepted by the Issuer and to whom a signed copy of the Disclosure Documents have been issued by the Issuer and who have submitted/shall submit the Application Form ("**Successful Bidders**"), shall make pay-in of subscription monies in respect of the Debentures towards the allocation made to them, into the bank account of the Clearing Corporation, on or prior to the Deemed Date of Allotment and before the Pay-In Cut-Off Time, the details of which will be displayed on the EBP Platform.

The pay-in by the Successful Bidders will be made only from the bank account(s), which have been provided / updated by the Successful Bidders on the EBP Platform. Investors to note that any amount received from third party accounts or from accounts not specified on the EBP Platform may be refunded by the EBP. Further, pay-in received from any other bank account may lead to cancellation of bid and consequent debarment of the bidder from accessing the EBP Platform per the Electronic Book Mechanism Guidelines. Upon the transfer of funds into the aforesaid account of the Clearing Corporation and the Issuer confirming its decision to proceed with the allotment of the Debentures in favour of the Successful Bidders to the Clearing Corporation, the R&T Agent and the EBP and initiating the requisite corporate action for allotment of Debentures and credit of the demat letter of allotment into the relevant demat account of the Successful Bidders through the R&T Agent, the R&T Agent shall provide corporate action file along with all requisite documents to the Depositories by 12:00 hours or such other timeline as may be provided under the Electronic Book Mechanism Guidelines from time to time and also intimate the EBP of the aforesaid actions. Upon the Depositories confirming the allotment of the Debentures and the credit of the Debentures into the demat account of the Successful Bidders to EBP, the subscription monies in respect of the Debentures from the aforesaid account of the Clearing Corporation shall be released into the Issuer's bank account, as intimated by the Issuer to the EBP.

It must be noted that all funds pay-in obligations need to be fulfilled in totality. Partial fund receipt against any given obligation will be treated as a default and debarment penalties may be applicable as specified by the Electronic Book Mechanism Guidelines.

It may be noted that payment by any other means shall not be accepted. The Company assumes no responsibility for any applications lost in mail or in transit or any failure of electronic fund transfer.

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The Company will not be responsible in any manner for any delayed receipts / non-receipt of RTGS payments or applications lost in mail.

All transfers/RTGS must be made payable to the designated bank accounts of the Clearing Corporation, details whereof shall be specified in the Key Information Document.

## UNDERTAKINGS OF THE ISSUER

### ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that the Disclosure Documents contain all information with regard to the Issuer and the Issue (including the issuance for CPs) which is material in the context of the Issue (including the issuance for CPs), that the information contained in the Disclosure Documents is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make the said documents as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**GENERAL RISK:** Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue (including the issuance for CPs). For taking an investment decision, eligible investors must rely on their own examination of the Issuer, Issue (including the issuance for CPs), the Disclosure Documents and the risk involved. The Debentures / CPs have not been recommended or approved by any regulatory authority in India, including SEBI nor does any regulatory authority including SEBI, guarantee the accuracy or adequacy of the Disclosure Documents. Eligible investors should carefully read and note the contents of the Disclosure Documents. Each potential investor should make its own independent assessment of the merit of the investment in Debentures / CPs and the Issuer. Eligible investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures / CPs and should possess the appropriate resources to analyze such investment and suitability of such investment to such investor's particular circumstance. Potential investors are required to make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in such instruments. **Specific attention of investors is invited to the statement of 'Risk Factors' given in Section N of this document.**

**NO SIDE LETTERS:** The Issuer has no side letter with any Debenture Holders except the one(s) disclosed in the Disclosure Documents. Any covenants later added shall be disclosed on the stock exchange website where the Debentures are listed.

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## SECTION B

### DEFINITIONS

Term	Meaning
Act/ Companies Act	Companies Act, 2013 as may be amended from time to time
AGM	Annual General Meeting
Allotment/Allot/Allotted	Unless the context otherwise requires or implies, the allotment of the Debentures pursuant to the Issue.
Applicable Law	Includes all applicable statutes, enactments or acts of any legislative body in India, laws, ordinances, rules, by-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority and any modifications or re-enactments thereof in relation to issuance of Debentures.
Application Form	The form in which an investor can apply for subscription to the Debentures as provided in the relevant Key Information Document.
Articles of Association /AoA	Articles of Association of the Company
Asset Cover Ratio/Security Cover Ratio	shall mean the ratio of the book value of the assets underlying the Security to the Outstanding Balance(s) at a given point of time. For the purposes of this General Information Document, wherever the term "Security Cover Ratio" has been used throughout this General Information Document and the relevant Tranche Placement Memorandum, such term shall be deemed to have the same meaning assigned to the term "Asset Cover Ratio" under the other Transaction Documents.
Asset Cover Testing Date/Security Cover Testing Date	shall mean the last calendar day of each quarter in a financial year, i.e. 30th June, 30th September, 31st December and 31st March, on which the Asset Cover Ratio will be tested by the Company. For the purposes of this General Information Document, wherever the term "Security Cover Testing Date" has been used throughout this General Information Document and the relevant Tranche Placement Memorandum, such term shall be deemed to have the same meaning assigned to the term "Asset Cover Testing Date" under the other Transaction Documents
Beneficial Owner(s)	Holder(s) of the Debentures in dematerialized form as defined under Section 2 of the Depositories Act.
Board	Board of Directors of the Company
BSE	BSE Ltd.
CDSL	Central Depository Services Limited
CERSAI	Central Registry of Securitisation Asset Reconstruction and Security Interest of India.
Clearing Corporation	Shall mean the relevant clearing corporation of the EBP through which settlement of funds shall take place in accordance with the Electronic Book Mechanism Guidelines.
Company / Issuer / KMIL	Kotak Mahindra Investments Limited
Commercial Paper / CPs	means commercial paper to be issued by the Company, in accordance with the Master Directions – Reserve Bank of India (Commercial Paper and Non-Convertible Debentures of Original or Initial Maturity upto One Year) directions, 2024 and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 in terms of this General Information Document, the relevant Key Information Document(s) and the other Transaction Documents, from time to time, in one or more Series, to the CP Holder(s).
CP Holder(s)	The holder(s) of the Commercial Paper (or any Series of Commercial Paper) issued by the Issuer and shall include the registered transferees of the Commercial Papers from time to time.
CoR	Certificate of Registration. The Certificate of Registration obtained from the Reserve Bank of India under Sec.45 IA of Reserve Bank of India Act, 1934.

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Credit Rating Agency(ies)/ Rating Agency(ies)	Shall mean the rating agencies appointed in respect of issue of Debentures as per the relevant Key Information Document.
Date of Allotment / Deemed Date of Allotment	The date as may be set out for each series of Debentures as may be specified in the Key Information Document of the respective series of Debentures, being the date on which the Debentures are deemed to be allotted to the Debenture Holder(s).
Debt Instruments/ Debentures/ NCDs/ Securities	Shall mean Secured, Rated, Listed, Redeemable Non-Convertible Debentures to be issued in one or more Tranches/Series pursuant to this General Information Document, the relevant Key Information Document and the other applicable Transaction Documents, from time to time and such Debentures shall include Debentures 1 and Debentures 2.
Debentures 1 / NCDs 1	<p>Secured, Rated, Listed, Redeemable Non-Convertible Debentures for cash aggregating up to Rs.6,500,00,00,000/- (Rupees Six Thousand and Five Hundred Crores Only) (being the Overall Limit set out under Debenture Trust Deed 1) of which Secured, Rated, Listed, Redeemable Non-Convertible Debentures aggregating up to Rs.1,533,20,00,000 /- (Rupees One Thousand Five Hundred and Thirty Three Crores and Twenty Lakhs only) are available as on the date of this General Information Document to be issued in one or more Tranches/Series pursuant to this General Information Document and the Key Information Document.</p> <p>It is hereby further clarified that the Debentures 1 which are to be issued in one or more Tranches / Series of this Issue shall mean Debentures 1 aggregating up to Rs.1,533,20,00,000 /- (Rupees One Thousand Five Hundred and Thirty Three Crores and Twenty Lakhs only) and the terms “<b>Debentures 1</b>” and “<b>NCDs 1</b>” across this General Information Document and the respective Key Information Document shall be deemed to be construed accordingly.</p>
Debentures 2 / NCDs 2	<p>Secured, Rated, Listed, Redeemable Non-Convertible Debentures for cash aggregating upto Rs.6500,00,00,000/- (Rupees Six Thousand Five Hundred Crores Only) (being the Overall Limit set out under Debenture Trust Deed 2) of which Secured, Rated, Listed, Redeemable Non-Convertible Debentures aggregating up to Rs. 621,70,00,000/- (Rupees Six Hundred and Twenty One Crores and Seventy Lakhs only) are available as on the date of this General Information Document and the Key Information Document.</p> <p>It is hereby further clarified that the Debentures 2 which are to be issued in one or more Tranches / Series of this Issue shall mean Debentures 2 aggregating up to Rs. 621,70,00,000/- (Rupees Six Hundred and Twenty One Crores and Seventy Lakhs only) and the terms “Debentures 2” and “NCDs 2” across this General Information Document and the respective Key Information Document shall be deemed to be construed accordingly.</p>

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Debenture Holder(s)	<p>The person(s) who is / are, from time to time, holder(s) of the Debentures, transferees from time to time, and in case the Debentures (or any Series / Tranche of Debentures) are in dematerialized/ electronic form, shall mean the person(s) who is / are, from time to time, owner(s) of the Debentures in electronic / dematerialized form and whose name(s) is / are entered / listed in the list of beneficial owner(s) maintained by Depositories.</p> <p>For the purposes of the Debentures 1 to be issued under this General Information Document, wherever the term “Debenture Holder(s)” has been used throughout this General Information Document and the relevant Key Information Document it shall be deemed to have the same meaning assigned to the term “Debenture Holder(s)” wherever mentioned, under the other Transaction documents executed in relation to the Debentures 1 / Debenture Trust Deed 1.</p> <p>For the purposes of the Debentures 2 to be issued under this General Information Document, wherever the term “Debenture Holder(s)” has been used throughout this General Information Document and the relevant Key Information Document it shall be deemed to have the same meaning assigned to the term “Debenture Holder(s)” wherever mentioned, under the other Transaction documents executed in relation to the Debentures 2 / Debenture Trust Deed 2</p>
Debenture Trustee / Trustee	<p>Trustee appointed for the Debenture Holders, in terms of the Debenture Trustee Agreement.</p> <p>For the purposes of the Debentures 1 to be issued under this General Information Document, wherever the term “Debenture Trustee” or “Trustee” has been used throughout this General Information Document and the relevant Key Information Document it shall be deemed to have the same meaning assigned to the term “Debenture Trustee” or “Trustee” wherever mentioned, under the other Transaction documents executed in relation to the Debentures 1 / Debenture Trust Deed 1.</p> <p>For the purposes of the Debentures 2 to be issued under this General Information Document, wherever the term “Debenture Trustee” or “Trustee” has been used throughout this General Information Document and the relevant Key Information Document it shall be deemed to have the same meaning assigned to the term “Debenture Trustee” or “Trustee” wherever mentioned, under the other Transaction documents executed in relation to the Debentures 2 / Debenture Trust Deed 2.</p>
Debenture Trustee Agreement/ Trustee Agreement	<p>Shall mean Debenture Trustee Agreement 1 and/or Debenture Trustee Agreement 2 and/or such other trustee agreement executed / to be executed by and between the Debenture Trustee and the Company setting out the terms of the appointment of the Debenture Trustee in respect of each issuance under the relevant Key Information Document, as the context may require.</p>
Debenture Trustee Agreement 1	<p>Agreement executed by and between the Trustee and the Company dated October 3, 2019 for the purposes of appointment of the Trustee to act as trustee in connection with the issuance of the Debentures as disclosed in Annexure VI and as may be amended/ supplemented from time to time</p>
Debenture Trustee Agreement 2	<p>Agreement executed by and between the Trustee and the Company dated November 18, 2022 for the purposes of appointment of the Trustee to act as trustee in connection with the issuance of the Debentures as disclosed in Annexure VI and as may be amended/ supplemented from time to time</p>
Debenture Trust Deed/ Trust Deed	<p>Shall mean the Debenture Trust Deed 1 and/or the Debenture Trust Deed 2 and/or such other debenture trust deed executed / to be executed by and between the Company and the Debenture Trustee in relation to the Debentures (as may be amended, supplemented or modified from time to time), as the context may require.</p>

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Debenture Trust Deed 1	The debenture trust cum mortgage deed entered into by and between the Company and the Trustee dated October 3, 2019 setting out the terms on which the Debentures 1 shall be issued and the terms on which first <i>pari-passu</i> Mortgage over the Immovable Property has been created by the Company in favour of the Debenture Trustee, as amended by amendment deeds dated February 09, 2021, September 1, 2021 and September 26, 2023 and as may be further amended/supplemented from time to time.
Debenture Trust Deed 2	The debenture trust deed entered into by and between the Company and the Trustee dated November 18, 2022 setting out the terms on which the Debentures 2 shall be issued, as amended by amendment deed dated September 26, 2023, as may be further amended / supplemented from time to time.
Deed of Hypothecation	Shall mean the Deed of Hypothecation 1 and/or the Deed of Hypothecation 2 and/or such other deed(s) of hypothecation executed / to be executed by the Company in favour of the Debenture Trustee setting out the terms of the security to be created in respect of each issuance under the relevant Key Information Document, as the context may require.
Deed of Hypothecation 1	The deed of hypothecation executed by the Company in favour of the Debenture Trustee dated October 3, 2019, for the purposes of creating a first <i>pari passu</i> hypothecation over the Hypothecated Assets in favour of the Debenture Trustee for the benefit of the Debenture Holders 1 and as may be amended/ supplemented from time to time.
Deed of Hypothecation 2	The deed of hypothecation executed by the Company in favour of the Debenture Trustee dated November 18, 2022, for the purposes of creating a first <i>pari passu</i> hypothecation over the Hypothecated Assets in favour of the Debenture Trustee for the benefit of the holders of Debentures 2 and as may be amended/ supplemented from time to time
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended, updated, supplemented, modified or superseded from time to time, in this case being NSDL and CDSL.
Disclosure Documents	Shall mean the Disclosure Documents I and / or the Disclosure Documents II, as the context may require.
Disclosure Documents I	Collectively, this General Information Document for the aggregate Issue and the relevant Key Information Document for the issue of Debentures constituting a particular Tranche/Series of Debentures.
Disclosure Documents II	Collectively, this General Information Document for the aggregate Issue of Commercial Papers and the relevant Key Information Document for each offer of Commercial Papers.
DP	Depository Participant
DP-ID	Depository Participant Identification Number
DNBS	Department of Non-Banking Supervision (of RBI)
DRR	Debenture Redemption Reserve required to be maintained in accordance with the provisions of the Companies Act.
DT Master Circular	Means the Securities and Exchange Board of India's Master Circular for Debenture Trustees dated May 16, 2024 (bearing reference no. SEBI/HO/DDHS-PoD3/P/CIR/2024/46), as may be further amended, updated, supplemented, modified or superseded from time to time.
Due Date	Any date on which the holders of the Debentures are entitled to any payments, in accordance with this General Information Document, the relevant Key Information Document or any other Transaction Document.

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EBP/ Electronic Book Platform Provider	Shall have the meaning assigned to such term under the Electronic Book Mechanism Guidelines.
EGM	Shall mean Extraordinary General Meeting
Electronic Book Mechanism Guidelines	The guidelines issued by SEBI and pertaining to the Electronic Book Mechanism set out in the terms specified by the SEBI in its Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024 (bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2024/54) and the related operational guidelines issued by the relevant EBP, as may be amended, updated, supplemented, modified or superseded from time to time.
Equity Shares	Equity shares of the Company.
Face Value 1	Shall mean the face value of each Debenture issued under any Tranche / Series of Debentures, which Tranche / Series has been reissued under an existing ISIN obtained by the Issuer from the Depositories prior to January 1, 2023 and such face value per Debenture shall be either Rs.1,00,000/- (Rupees One Lakh only) or Rs. 10,00,000/- (Rupees Ten Lakhs only) in compliance with paragraph 5 of the SEBI circular dated October 28, 2022, (bearing reference no. SEBI/HO/DDHS/P/CIR/2022/00144) read with Chapter V of the Master Circular.  It is hereby clarified for the avoidance of doubt that any Tranche / Series of Debentures issued at Face Value 1 can be issued under any Debenture Trust Deed.
Face Value 2	Shall mean the face value of each Debenture issued under any Tranche / Series of Debentures, which Tranche / Series has been issued under an ISIN obtained by the Issuer from the Depositories on or after January 1, 2023 and such face value per Debenture shall be Rs.1,00,000/- (Rupees One Lakh only) in compliance with Chapter V of the Master Circular.  It is hereby clarified for the avoidance of doubt that any Tranche / Series of Debentures issued at Face Value 2 can be issued under any Debenture Trust Deed.
Face Value 3	Shall mean the face value of each Debenture issued under any Tranche / Series of the Debentures and such face value per Debenture shall be Rs. 10,000/- (Rupees Ten Thousand only) in compliance with Chapter V of the Master Circular and subject to the conditions as set out under para 3.2 of the SEBI circular dated July 03, 2024 bearing reference number: SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/94, as may be amended / modified / updated from time to time.
Face Value	Shall mean Face Value 1 or Face Value 2 or Face Value 3, as the context may require.
Final Settlement Date	As per the relevant Key Information Document issued for each Tranche / Series of the Debentures.
FY/ Financial Year	12 (Twelve) months period commencing from April 1 of a particular calendar year and ending on March 31 of the subsequent calendar year.
Governmental Authority	The President of India, the Government of India, the Governor and the Government of any State in India, any Ministry or Department of the same, any municipal or local government authority, any authority or private body exercising powers conferred by Applicable Law and any court, tribunal or other judicial or quasi-judicial body and shall include, without limitation, a stock exchange and any regulatory body.
GOI	Government of India
Hypothecated Assets	shall mean movable properties of the Company hypothecated/to be hypothecated on a first and <i>pari-passu</i> basis in favour of the Trustee acting on behalf of and for the benefit of the Debenture Holder(s).

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Immovable Property	shall mean the immovable property which is more particularly detailed in Schedule II of the Debenture Trust Deed 1, which immovable property may be replaced by any other property in accordance with the terms of the Debenture Trust Deed 1 and the reference to Schedule II shall be construed accordingly.
Indebtedness/Financial Indebtedness	means any indebtedness for or in respect of: <ul style="list-style-type: none"> <li>(i) monies borrowed;</li> <li>(ii) any amount availed of by acceptance of any credit facility;</li> <li>(iii) any amount raised pursuant to the issuance of any notes, bonds, debentures, loan stock or any other similar securities or instruments;</li> <li>(iv) the amount of any liability in respect of any lease or hire purchase contract which would, in accordance with generally accepted principles of accounting in India, be treated as a finance or capital lease;</li> <li>(v) receivables sold or discounted (other than any receivables sold in the ordinary course of business or to the extent that they are sold on a non-recourse basis);</li> <li>(vi) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing;</li> <li>(vii) any derivative transaction entered into in connection with protection against or benefit from fluctuation in price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account);</li> <li>(viii) any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution;</li> <li>(ix) the amount of any liability under an advance or deferred purchase agreement if one of the primary reasons behind the entry into such agreement is to raise finance;</li> <li>(x) any put option, guarantees, keep fit letter(s), letter of comfort, etc. by whatever name called, which gives or may give rise to any financial obligation(s);</li> <li>(xi) any preference shares (excluding any compulsorily convertible preference shares);</li> <li>(xii) (without double counting) the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (i) to (xi) above.</li> </ul>
INR / Rs.	Indian National Rupees (Currency of Republic of India)
Interest Rate / Coupon Rate	The rate of interest payable on the Debentures for the period shall be specified in the relevant Key Information Document issued for each Tranche/Series of the Debentures.
Investors	Those persons who fall under the category of eligibility to whom this General Information Document along with the Key Information Document may be sent with a view to offering the Debentures for sale on private placement basis through this General Information Document.
Key Information Document	shall mean the Key Information Document – Debentures and/or the Key Information Document – Commercial Papers, as the context may require.
Key Information Document - Debentures	means an issue document issued pursuant to the General Information Document for each Tranche / Series of the Debentures, whereby subscription to such Tranche / Series of the Debentures shall be invited by the Issuer on a private placement basis.
Key Information Document – Commercial Papers	means an issue document issued pursuant to the General Information Document for each offer of Commercial Papers, whereby subscription to the Commercial Papers shall be invited by the Issuer.



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Majority Debenture Holder(s)	<p>Shall, with respect to a particular series/ tranche of Debentures mean, the Debenture Holders of an amount representing not less than three-fourth in value of the nominal amount then outstanding of such series/ tranche of Debentures.</p> <p>For the purposes of the Debentures 1 to be issued under this General Information Document, wherever the term "Majority Debenture Holder(s)" has been used throughout this General Information Document and the relevant Key Information Document it shall be deemed to have the same meaning assigned to the term "Majority Debenture Holder(s)" wherever mentioned, under the other Transaction documents executed in relation to the Debentures 1 / Debenture Trust Deed 1.</p> <p>For the purposes of the Debentures 2 to be issued under this General Information Document, wherever the term "Majority Debenture Holder(s)" has been used throughout this General Information Document and the relevant Key Information Document it shall be deemed to have the same meaning assigned to the term "Majority Debenture Holder(s)" wherever mentioned, under the other Transaction documents executed in relation to the Debentures 2 / Debenture Trust Deed 2.</p>
Master Circular	<p>means the Securities and Exchange Board of India's Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024 (bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2024/54) as may be amended updated, supplemented, modified or superseded from time to time.</p> <p>All references to the term 'Operational Circular' and / or 'SEBI Operational Circular' including references to in the Transaction Documents would be construed to mean the Master Circular.</p> <p>All references to the term SEBI Debt Listing Regulations in the Transaction Documents shall be deemed to include the Master Circular.</p>
Minimum Security Cover	shall mean the Security Cover Ratio of 1 (one) time or such other ratio that is to be maintained in respect of the Debentures outstanding under any Tranche / Series, as may be mutually agreed to in writing by the Company and the Debenture Holders of or pertaining to that relevant Series/ Tranche of the Debentures.
Mortgage	shall mean a first <i>pari passu</i> charge created by the Company by way of a mortgage in favour of the Debenture Trustee for the benefit of the holder(s) of Debenture 1, over the Immovable Property in terms of the Debenture Trust Deed 1. The term " <b>Mortgaged</b> " shall be construed accordingly.
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
NA	Not Applicable
NBFC	Non Banking Financial Company
NEFT	National Electronic Funds Transfer Service.
NPA	Non Performing Asset (as defined in RBI guidelines)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
Private Placement Offer cum Application Letter	Shall mean the offer cum application letter prepared in compliance with section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended, updated, supplemented, modified or superseded from time to time, which shall be issued with respect to each Tranche/Series of Debentures issued under the Issue.
RBI	Reserve Bank of India

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Registrar to the Issue/ R&T Agent/ Registrar and Transfer Agent	Registrar to the Issue
ROC	Registrar of Companies.
RTGS	Real Time Gross Settlement.
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.
SEBI Debt Listing Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 issued by SEBI, as amended from time to time, Master Circular and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and each as may be further amended, updated, supplemented, modified or superseded from time to time.
Secured Obligations	shall mean, collectively: <ul style="list-style-type: none"> <li>(i) all of the Issuer's obligations and liabilities under or in respect of the Debentures under the relevant Transaction Documents including the redemption/ repayment of the principal amount of the Debentures, payment of interest in relation thereto, default interest (where applicable), additional interest (if any), payment of Redemption Premium (if any);</li> <li>(ii) all monies due and payable to the Debenture Trustee including the remuneration payable to the Debenture Trustee and/or the Receiver in terms of and pursuant to the Debenture Trustee Agreement, the Debenture Trust Deed, and the Deed of Hypothecation;</li> <li>(iii) all fees, costs, charges and expenses and other monies payable hereunder or under any of the Transaction Documents including for creation, preservation and enforcement of the Security.</li> </ul>

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Security	<p>shall mean any or all of the under as the context may require:</p> <p>(a) For Debentures 1 issued under Debenture Trust Deed 1 and to be issued under this General Information Document shall mean any or all of the under:</p> <p>(i) First <i>pari passu</i> registered Mortgage on the Immovable Property of the Company created under the Debenture Trust Deed 1;</p> <p>(ii) First <i>pari passu</i> charge in the nature of hypothecation over the Hypothecated Asset (as defined under Deed of Hypothecation 1) created under the Deed of Hypothecation 1;</p> <p>(iii) Any other security created by the Company in relation to the Debentures 1, including by way of mortgage over immovable property, in favour of the Debenture Trustee.</p> <p>(b) For Debentures 2 issued under Debenture Trust Deed 2 and to be issued under this General Information Document shall mean any or all of the under:</p> <p>(i) First <i>pari passu</i> charge in the nature of hypothecation over the Hypothecated Assets (as defined under Deed of Hypothecation 2) created under the Deed of Hypothecation 2;</p> <p>(ii) Any Additional Security as may be created by the Company in relation to the Debentures 2, in favour of the Debenture Trustee in terms of Clause 2.4 of Part B of the Debenture Trust Deed 2;</p> <p>(c) For Debentures, other than the Debentures 1 and Debentures 2, to be issued under this General Information Document shall mean:</p> <p>Any security created or to be created by the Company to secure its secured obligations in respect of such Debentures;</p> <p>and as set out in greater detail under the 'Summary Term Sheet' to this General Information Document.</p>
Stock Exchange / BSE / Exchange	BSE Limited
Super Majority	Shall mean, with respect to all the Series/Tranches of Debentures, the Debenture Holders of an amount representing not less than three-fourth in value of the nominal amount of the then outstanding Debentures under all the series of Debentures collectively.
TDS	Tax Deducted at Source
Tranche/Series	Any tranche or series of Debentures issued, under which the Debentures are to be issued pursuant to the Debenture Trust Deed, the relevant Key Information Document and Private Placement Offer cum Application Letter, in terms of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as may be amended, updated, supplemented, modified or superseded from time to time.
Transaction Documents	The documents executed or to be executed in relation to the Issue of the Debentures and shall include the relevant Debenture Trust Deed, the relevant Debenture Trustee Agreement, this General Information Document, the relevant Key Information Documents, the Private Placement Offer cum Application Letter(s), the relevant Deed of Hypothecation and any other document that may be designated by the Debenture Trustee as a Transaction Document..
WDM	Wholesale Debt Market Segment of the BSE.

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Willful Defaulter	Shall mean an Issuer who is categorized as a willful defaulter by any Bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India and includes an issuer whose director or promoter is categorized as such in accordance with Regulation 2 (ss) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
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Undefined terms if any, in the Disclosure Documents shall have the same meaning as provided to the term in the Transaction Documents.

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## SECTION C

### DISCLAIMERS

#### GENERAL DISCLAIMER

The Disclosure Documents are neither a "Prospectus" nor a "Statement in Lieu of Prospectus" but a "General Information Document" or "Key Information Document" (as applicable) prepared in accordance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. The Disclosure Documents do not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Kotak Mahindra Investments Ltd. (the "Issuer"/ the "Company"/ "KMIL"). The Disclosure Documents are for the exclusive use of the prospective investors to whom it is delivered, and it should not be circulated or distributed to any third parties. The Issuer certifies that the disclosures made in the Disclosure Documents are generally adequate and are in conformity with the SEBI Debt Listing Regulations. This requirement is to facilitate investors to take an informed decision for making investment in the proposed Issue. The Company can, at its sole and absolute discretion change the terms of the offer. The Company reserves the right to close the Issue earlier from the dates specified in the Disclosure Documents or change the Issue timetable including the Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue shall be subject to the terms and conditions of Disclosure Documents and other documents in relation to the Issue.

The Issuer is seeking offer for subscription of secured, rated, listed, redeemable, non-convertible debentures and offer for Commercial Papers. The Disclosure Documents do not however, constitute an offer to sell or an invitation to subscribe to securities offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Disclosure Documents come, is required to inform himself about and to observe any such restrictions.

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE GENERAL INFORMATION DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT.**

**PLEASE NOTE THAT ONLY THOSE PERSONS TO WHOM THE DISCLOSURE DOCUMENTS HAVE BEEN SPECIFICALLY ADDRESSED ARE ELIGIBLE TO APPLY. HOWEVER, AN APPLICATION, EVEN IF COMPLETE IN ALL RESPECTS, IS LIABLE TO BE REJECTED WITHOUT ASSIGNING ANY REASON FOR THE SAME. THE LIST OF DOCUMENTS PROVIDED ABOVE IS ONLY INDICATIVE, AND AN INVESTOR IS REQUIRED TO PROVIDE ALL THOSE DOCUMENTS / AUTHORIZATIONS / INFORMATION, WHICH ARE LIKELY TO BE REQUIRED BY THE COMPANY. THE COMPANY MAY, BUT IS NOT BOUND TO REVERT TO ANY INVESTOR FOR ANY ADDITIONAL DOCUMENTS / INFORMATION, AND CAN ACCEPT OR REJECT AN APPLICATION AS IT DEEMS FIT. INVESTMENT BY INVESTORS FALLING IN THE CATEGORIES MENTIONED ABOVE ARE MERELY INDICATIVE AND THE COMPANY DOES NOT WARRANT THAT THEY ARE PERMITTED TO INVEST AS PER EXTANT LAWS, REGULATIONS, ETC. EACH OF THE ABOVE CATEGORIES OF INVESTORS IS REQUIRED TO CHECK AND COMPLY WITH EXTANT RULES/REGULATIONS/GUIDELINES, ETC. GOVERNING OR REGULATING THEIR INVESTMENTS AS APPLICABLE TO THEM AND THE COMPANY IS NOT, IN ANY WAY, DIRECTLY OR INDIRECTLY, RESPONSIBLE FOR ANY STATUTORY OR REGULATORY BREACHES BY ANY INVESTOR, NEITHER IS THE COMPANY REQUIRED TO CHECK OR CONFIRM THE SAME.**

#### DISCLAIMER OF THE RESERVE BANK OF INDIA

The securities have not been recommended or approved by the RBI nor does RBI guarantee the accuracy or adequacy of the documents. It is to be distinctly understood that the documents should not, in any way, be deemed or construed that the securities have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the Issuer, or the securities being issued by the Issuer or for the correctness of the statements made or opinions expressed in the documents. Potential investors may make investment decision in the securities offered in terms of the Disclosure Documents solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/repayment of such investment.

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## **DISCLAIMER OF THE SECURITIES AND EXCHANGE BOARD OF INDIA**

The Disclosure Documents have not been filed with SEBI. The securities have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this document. It is to be distinctly understood that the documents should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in the documents. The issue of Debentures being made on private placement basis, filing of this document is not required with SEBI, however SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this document. The issue of Commercial Papers being made on private placement basis, filing of this document is not required with SEBI, however SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this document.

## **DISCLAIMER OF THE ARRANGERS**

It is advised that the Issuer has exercised self due-diligence to ensure complete compliance of prescribed disclosure norms in the Disclosure Documents. The role of the Arrangers in the assignment is confined to marketing and placement of the Debentures on the basis of the Disclosure Documents as prepared by the Issuer. The Arrangers shall use this document for the purpose of soliciting subscription from investors in the Debentures to be issued by the Issuer on private placement basis. It is to be distinctly understood that the aforesaid use of this document by the Arrangers should not in any way be deemed or construed that the document has been prepared, cleared, approved or vetted by the Arrangers, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Disclosure Documents, nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. The Arrangers or any of their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in the Disclosure Documents.

## **DISCLAIMER OF THE DEBENTURE TRUSTEE**

The Debenture Trustees are neither the borrowers nor principal debtors or guarantors of the monies paid/invested by eligible investors for the Debentures.

## **DISCLAIMER OF THE ISSUER**

The Issuer confirms that the information contained in the Disclosure Documents is true and correct in all material respects and is not misleading in any material respect. All information considered adequate and relevant about the Issue and the Company has made available in the Disclosure Documents for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever. The Issuer accepts no responsibility for statements made otherwise than in the Disclosure Documents or any other material issued by or at the instance of the Issuer and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.

## **DISCLAIMER OF THE STOCK EXCHANGE**

As required, a copy of the Disclosure Documents has been/ shall be submitted to BSE for hosting the same on its website. It is to be distinctly understood that such submission of the document with BSE or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by BSE, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Disclosure Documents, nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Exchange, nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

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## **FORCE MAJEURE**

The Company reserves the right to withdraw the Issue at any time prior to the Issue Closing Date in the event of any unforeseen development adversely affecting the economic and/or regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, collected without assigning any reason.

## **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is made in India to Investors as specified under the clause titled "Eligible Investors" of this General Information Document, who shall be/have been identified upfront by the Issuer. This General Information Document and/or the Private Placement Offer cum Application Letter does not constitute an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. Save and except as set out therein, any disputes arising out of this Issue shall be settled by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996 in the manner set out under the Debenture Trust Deed. This General Information Document and/or the Private Placement Offer cum Application Letter does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

## **DISCLAIMER IN RESPECT OF RATING AGENCIES**

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. The Rating Agencies have based its ratings on information obtained from sources believed by it to be accurate and reliable. The Rating Agency does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by the Rating Agency have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

## **ISSUE OF DEBENTURES IN DEMATERIALIZED FORM**

The Debentures will be issued in dematerialised form. The Issuer has made arrangements with the Depositories for the issue of the Debentures in dematerialised form. Investors will have to hold the Debentures in dematerialised form as per the provisions of the Depositories Act. The Issuer shall take necessary steps to credit the Debentures allotted to the beneficiary account maintained by the Investor with its Depository Participant. The Issuer will make the allotment to eligible investors on the Deemed Date(s) of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money.

## **EACH PERSON RECEIVING THIS THE DISCLOSURE DOCUMENTS ACKNOWLEDGES THAT:**

1. Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein;
2. Such person has not relied on any intermediary that may be associated with issuance of Debentures or Commercial Paper in connection with its investigation of the accuracy of such information or its investment decision.
3. The Issuer does not undertake to update the information in the Disclosure Documents to reflect subsequent events after the date of the Disclosure Documents unless required under Applicable Law and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer. Neither the delivery of the Disclosure Documents nor any sale of Debentures or Commercial Papers made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof. However, the Company shall in each Key Information Document highlight the material changes, if any, in the information about the Company contained in the General Information Document.

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**SECTION D****DETAILS OF PROMOTERS OF THE ISSUER**

<b>Name</b>	Kotak Mahindra Bank Limited
<b>Date of Birth/ Date of Incorporation</b>	21 <sup>st</sup> November 1985
<b>Age</b>	Not Applicable
<b>Registered Address</b>	27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
<b>Educational</b>	Not Applicable
<b>Experience in the business or employment</b>	<p>Kotak Mahindra Bank Limited ("Bank") is the flagship company of the Kotak Group. It was incorporated on November 21, 1985 as "Kotak Capital Management Finance Limited" ("KCMFL"), a non-banking financial institution.</p> <p>KCMFL obtained the certificate of commencement of business on February 11, 1986 and it, over the years, spread its business across a wide spectrum of financial services, either directly or through subsidiaries. KCMFL was initially promoted by Mr. Uday Kotak, Late S.A.A. Pinto and Kotak &amp; Co. In 1986, they were joined by Late Harish Mahindra and Mr. Anand G. Mahindra. KCMFL's name was changed to "Kotak Mahindra Finance Limited" ("KMFL") on April 8, 1986.</p> <p>Within a short span, KMFL established itself as one of the well-known financial houses in the country. It commenced operations with bill discounting and soon started other fund based activities like corporate leasing and hire purchase, automobile finance and money market operations. Subsequently, it also entered the funds syndication and investment banking business.</p> <p>With the liberalization of the Indian economy and opening up of the financial markets, KMFL diversified and started offering a wider spectrum of financial services. To meet the increasing competition from global players in the Indian financial markets, in terms of capital, knowledge base, technology and systems, KMFL decided to re-structure its investment banking and car finance divisions into joint venture companies.</p> <p>KMFL also entered the mutual fund market and later set up a joint venture company in the business of life insurance.</p> <p>KMFL applied to the Reserve Bank of India ("RBI") for an approval to undertake the business of Commercial Banking. In February 2003, KMFL received license bearing number 73 from the RBI dated February 6, 2003 to carry on banking business in India. KMFL's name was changed to "Kotak Mahindra Bank Limited ("Bank"), and was converted into a bank, with effect from March 21, 2003. The Bank was included in the Second Schedule to the Reserve Bank of India Act, 1934 vide Government of India Gazette notification dated April 12, 2003. The registered office of the Bank is at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051.</p>
<b>positions/posts held</b>	Not Applicable
<b>Directorships held</b>	Not Applicable




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<p><b>other ventures of each promoter</b></p>	<p><b>Subsidiaries:</b>                  Kotak Mahindra Prime Limited                  Kotak Mahindra Investments Limited                  Kotak Infrastructure Debt Fund Limited                  Kotak Securities Limited                  Kotak Mahindra Capital Company Limited                  Kotak Mahindra Life Insurance Company Limited                  Kotak Mahindra General Insurance Company Limited                  Kotak Mahindra Asset Management Company Limited                  Kotak Mahindra Trustee Company Limited                  Kotak Mahindra Pension Fund Limited                  Kotak Investment Advisors Limited                  Kotak Mahindra Trusteeship Services Limited Kotak Mahindra (UK) Limited                  Kotak Mahindra (International) Limited                  Kotak Mahindra Inc.                  Kotak Mahindra Asset Management (Singapore) Pte. Limited Kotak Mahindra Financial Services Limited                  IVY Product Intermediaries Limited BSS                  Microfinance Limited                  Kotak Karma Foundation (DOI: 26<sup>th</sup> June 2023)                  Sonata Finance Private Limited (w.e.f 28<sup>th</sup> March 2024)</p> <p><b>Associates:</b>                  Infina Finance Private Limited Phoenix ARC Private Limited                  Zurich Kotak General Insurance Company (India Limited)</p>
<p>Special Achievements</p>	<p>Amongst many accolades, in the past year, the Bank was awarded –                  Best Mid-sized Bank by Mint BFSI Summit &amp; Awards                  Best Bank Treasury FX Risk Management Award by India Treasury Summit &amp; Awards, 2024                  Best Transaction Bank in India, Best Cash Management Bank in India and Best Business Ecosystem Initiative - Fusion Cash Management by The Asian Banker Transaction Finance Awards, 2023                  Award for Corporate Banking Innovation: Digitization of Supply Chain Finance by Infosys Finacle Innovation Awards, 2023                  Best Digital Channel/ Platform Implementation: Most Impactful Project for Kotak fyn by IBSi Global FinTech Innovation Awards, 2023                  Best Private Bank in India by PWM/The Banker Global Private Banking Awards, 2023                  Best Private Bank, Highly Commended in India by The Asset Triple A Private Capital Awards, 2023                  India's Best Investment Bank Award by Asiamoney Best Bank Awards, 2023                  Best Bond Advisor India                  Asiamoney Trade Finance Survey 2022 – 1<sup>st</sup> best services for trade finance in India                  Asiamoney Private Banking Awards 2022 Digital Private Bank India ,Best for Investment</p>

<p>Business and financial activities of the Promoter</p>	<p>Kotak Mahindra Bank is a banking company and organizes its principal banking business activities in the following business Units                  – Consumer Banking, Corporate Banking, Commercial Banking, Treasury, Private Banking, International Banking Units , Asset Reconstruction and Other Financial Services.</p>
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#### DETAILS OF LEGAL COUNSEL, MERCHANT BANKER, CO-MANAGERS, GUARANTOR AND ARRANGERS

Legal Counsel	NA
Merchant banker and co-managers to the Issue (Not applicable for private placement. however, if appointed, to be disclosed)	NA
Guarantor, if any	As per the relevant Key Information Document
Arrangers, if any	As per the relevant Key Information Document/

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## SECTION E

### ABOUT THE ISSUER AND THE ISSUE

#### (i) Overview of the business activities of the Issuer:

The Promoter of the Company is Kotak Mahindra Bank Limited as on the date hereof.

The Company is registered as a systemically important NBFC not accepting public deposits (NBFC-ND-SI) with the RBI. The Company is classified as "NBFC- Investment and Credit Company (NBFC-ICC)" by the RBI.

The Company was incorporated under the name of Hamko Financial Services Limited (HFSL) on 5th July, 1988 and it obtained the certificate of Commencement of Business on 13th July, 1988. The erstwhile Kotak Mahindra Investments Limited was merged with HFSL with effect from 7th January, 2002 in terms of the scheme of amalgamation under Sections 391-394 of the Companies Act, 1956. On 30th March, 2002, Komaf Securities (a company with unlimited liability) was amalgamated with HFSL. Subsequently, the name was changed from Hamko Financial Services Limited to Kotak Mahindra Investments Limited (KMIL) on 7th October, 2002.

The Company is primarily into lending business comprising of lending to real estate sector and providing structured finance to corporates, apart from holding certain strategic investments of the Kotak Group. Real Estate & Structured Finance team offers one of the most trusted and dedicated platform in the country with expertise across all key asset classes. From structuring complex transactions to broadening the access to capital, our comprehensive financing and expert execution have made us a choice available for Corporates, Real Estate Developers, Sponsors, PE & RE Funds and other structured finance players and investors for over a decade. The Company was earlier also into loans against securities business, however starting fiscal 2020, any additional business in loan against securities segment has been stopped in line with RBI directive and existing portfolio is being run down. However company continues to service loans against marketable securities of the Company's existing client.

The Company has 9 branches. The Company does not have any subsidiary as on date.

#### (ii) Structure of the group

Kotak Mahindra Investment Limited is a subsidiary of Kotak Mahindra Bank Limited.

Kotak Mahindra Bank organises its principal banking business activities into the following business units viz., Consumer Banking, Commercial Banking, Corporate Banking, Private Banking, Treasury and other Financial Services. In addition to the banking activities, the Kotak Group offers a significant array of other financial products and services as well, which are operated through its subsidiaries. These products and services include Banking, Financing through Non-Banking Financial Companies ("NBFCs"), Asset Management, Insurance, Broking, Investment Banking, Private Banking and Asset Reconstruction

#### **Brief Particulars of the management of the Company:**

Mr. Amit Bagri (Chief Executive Officer): He is the CEO of the Company. He is an MBA from IIM Ahmedabad, and has pursued B. Com (Hons.) from Sri Ram College of Commerce (SRCC)

He has a total experience of over 25 years. In his earlier roles, Amit has had significant experience in M&A advisory, privatisation, private equity and valuation. He joined ING Vysya Bank in Feb 2005 from ANZ Investment Bank where he had worked with their M&A team for a period of over four years. ING Vysya Bank merged with Kotak Mahindra Bank in April 2015. Mr. Amit was earlier with PwC in their Financial Advisory Services division since 1996.

He has been a part of Kotak Group for over 9 years since April 2015 post merger with ING Vysya Bank. Out of his 9 years at Kotak Group, he was associated with MNC vertical covering all MNCs investing into India. He has experience in all aspects

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of banking including offshore funded / structured transactions.

Mr. Amit Bagri has been appointed as Chief Executive Officer (CEO) of the Company with effect from 01st May 2019.



**A brief summary of the business activities of the subsidiaries of the Issuer:**

As on date of this General Information Document, the Issuer does not have any subsidiary.

- (iii) **Details of branches or units where the Issuer carries on its business activities, if any may be provided in the form of a static Quick Response (QR) code and web link. If the Issuer provides the details of branches or units in the form of a static QR code and web link, the details of the said branches or units shall be provided to the Debenture Trustee as well and kept available for inspection as specified in clause (g) of paragraph 3.3.41 of Schedule I under the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. A checklist item in the 'Security and Covenant Monitoring System' shall also be included for providing information about branches or units of the issuer to the Debenture Trustee and confirmation of the same by the Debenture Trustee:**

The Company has presence in 9 cities in India.

Sr. No.	Branch Name	Address
1	Corporate Office	10th Floor, Godrej Two, Pirojshanagar Vikhroli, Mumbai, Maharashtra 400079
2	Ahmedabad	Kotak Mahindra Investments Limited 4th Floor, Shop No. 1 to 26, Siddhi Vinayak Complex, Shivranjani Char Rasta, Satellite, Ahmedabad : 380 009.
3	Bangalore	Kotak Mahindra Investments Limited ING House, 5th Floor, # 22, MG Road, Bangalore : 560001

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4	Chennai	Kotak Mahindra Investments Limited Prestige Polygon, Anna Salai, Nandanam, Chennai : 600 035
5	Hyderabad	Kotak Mahindra Investments Limited 2nd Floor W, 6-3-1109/1, Raj Bhavan Road, Somajiguda, Hyderabad - 500082
6	Kolkata	Kotak Mahindra Investments Limited 22, Abanindra Nath Thakur Sarani, Camac Street, 5th Floor, Block- B, Kolkata-700016
7	Mumbai	Kotak Mahindra Investments Limited Kotak Infiniti, 8th Floor, Bldg. no 21, Infinity Park, Off Western Express Highway, General A K Vaidya Marg, Malad (East), Mumbai – 400097
8	New Delhi	Kotak Mahindra Investments Limited Kotak Aerocity, 2nd Floor, Asset No 9, IBIS Commercial Block, Hospitality District, Near IGI Airport, Delhi 110037
9	Pune	Kotak Mahindra Investments Limited 4th Floor, Nyati Unitree Facility, Samrat Ashok Road (Nagar Road), Yerwada, Pune : 411006

(iv) **Declaration pertaining to wilful defaulter:**

The Issuer or any of its promoters or directors are not a wilful defaulter

(v) **Use of proceeds (in the order of priority for which the said proceeds will be utilized): (i) purpose of the placement; (ii) break-up of the cost of the project for which the money is being raised; (iii) means of financing for the project; (iv) proposed deployment status of the proceeds at each stage of the project:**

Not Applicable

(vi) **Expense of the Issue of Debentures:**

Expenses	Fees Amount (in Rs.)	Fees as a percentage of total issue expenses (%)	Fees as a percentage of total issue size (%)
Lead manager(s) fees	N.A	N.A	N.A
Underwriting commission	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures
Brokerage, selling, commission and upload fees	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures
Fees payable to the registrars to	As per the relevant Key Information Document for each	As per the relevant Key Information Document for each Tranche /	As per the relevant Key Information Document for each

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the Issue	Tranche / Series of Debentures	Series of Debentures	Tranche / Series of Debentures
Fees payable to the legal advisors	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures
Advertising and marketing expenses	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures
Fees payable to the regulators including Stock Exchanges	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures
Expenses incurred on printing and distribution of Issue stationary	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures
Any other fees, commission or payments under whatever nomenclature	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document
<b>Total</b>	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures	As per the relevant Key Information Document for each Tranche / Series of Debentures

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## SECTION F

### FINANCIAL INFORMATION

[The disclosures under (i) and (ii) hereunder shall be accompanied with the Auditor's Report along with the requisite schedules, footnotes, summary etc.]

**Note: Amounts in this Section F have been provided in Rs. Lakhs, as per the Company's Audited/Limited Review Financial Statements**

#### A. Financial Information

- (a) The audited financial statements (a) (i.e. profit and loss statement, balance sheet and cash flow statement) both on a standalone and consolidated basis for a period of three completed years, which shall not be more than six months old from the date of the issue document or issue opening date, as applicable. Such financial statements should be audited and certified by the statutory auditor(s) who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India ("ICAI").

However, if the issuer, being a listed REIT/listed InvIT, has been in existence for a period of less than three completed years, and historical financial statements of such REIT/InvIT are not available for some portion or the entire portion of the reporting period of three years and the interim period, the combined financial statements shall be disclosed for the periods for which such historical financial statements are not available.

Provided that, issuers whose non-convertible securities are listed as on the date of filing of the offer document or placement memorandum, may provide only a web-link and a static quick response code of the audited financial statements in the offer document or placement memorandum subject to the following conditions: (i) Such listed issuers shall disclose a comparative key operational and financial parameter on a standalone and consolidated basis, certified by the statutory auditor(s) who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India, for the last three completed years in the offer document. (ii) The scanning of such static quick response code or clicking on the web-link, shall display the audited financial statements for last three financial years of such issuer on the website of the stock exchange where such data is hosted.

#### Standalone Audited Financial Statement

BALANCE SHEET AS AT JUNE 30, 2024 (Limited Review), MARCH 31, 2024 (AUDITED), MARCH 31, 2023 (AUDITED), MARCH 31, 2022 (AUDITED) (Rs in Lakhs)

Particulars	As at June 30, 2024	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
<b>ASSETS</b>				
<b>Financial assets</b>				
Cash and cash equivalents	71,664.61	84,667.10	33,347.36	36,964.89
Bank Balance other than cash and cash equivalents	50.74	49.88	47.09	45.03
Receivables				
(I) Trade receivables	26.87		0.28	72.87

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(II) Other receivables	280.27	1773	155.46	214.67
Loans	1,120,593.08	1,170,413.54	933,538.92	666,846.66
Investments	194,993.88	218,495.65	249,216.27	259,615.00
Other Financial assets	457.53	391.35	224.92	224.19
<b>Total financial assets</b>	<b>1,388,066.98</b>	<b>1,475,790.52</b>	<b>1,216,530.30</b>	<b>963,983.31</b>
<b>Non-financial assets</b>				
Current Tax assets (Net)	415.320913	253.027253	766.78	1,702.42
Deferred Tax assets (Net)	3,135.42	3,313.97	2,246.79	2,149.62
Property, Plant and Equipment	175.47	195.09	90.9	87.4
Intangible assets under development	0	0	14.93	3.25
Other intangible assets	19.09	23.03	32.29	192.67
Right of use asset	2441.88			
Other Non-financial assets	157.145	217.1	101.79	245.12
<b>Total Non-financial assets</b>	<b>6,344.33</b>	<b>4,002.22</b>	<b>3,253.48</b>	<b>4,380.48</b>
<b>Total Assets</b>	<b>1,394,411.31</b>	<b>1,479,792.74</b>	<b>1,219,783.78</b>	<b>968,363.79</b>
<b>LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>Financial liabilities</b>				
Derivative financial instruments	6,452.90	6,326.51	5,891.36	
Payables				
(I) Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises				-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	670.39	534.63	380.84	311.07
(II) Other payables				
(i) total outstanding dues of micro enterprises and small enterprises				-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,270.67	679.61	1,425.41	1,198.27
Debt securities	753,710.98	759,579.04	490,668.25	393,287.04
Borrowings (Other than Debt Securities)	262,638.76	359,370.35	417,296.29	303,082.87
Subordinated Liabilities	20,660.34	20,238.84	20,231.85	20,234.24



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Other Financial liabilities	2424.68	108.518		-
<b>Total financial liabilities</b>	<b>1,047,828.72</b>	<b>1,146,837.49</b>	<b>935,894.00</b>	<b>718,113.49</b>
<b>Non-Financial liabilities</b>				
Current tax liabilities (Net)	3,906.51	2,986.85	2,699.32	2,427.98
Provisions	734.82	1160.624	931.2	1,053.29
Other non-financial liabilities	506.25	801.91	598.06	531.06
<b>Total Non-financial liabilities</b>	<b>5,147.58</b>	<b>4,949.38</b>	<b>4,228.58</b>	<b>4,012.33</b>
<b>EQUITY</b>				
Equity Share Capital	562.26	562.26	562.26	562.26
Other equity	340,872.74	327,443.61	279,098.94	245,675.71
<b>Sub total</b>	<b>341,435.00</b>	<b>328,005.87</b>	<b>279,661.20</b>	<b>246,237.97</b>
<b>Total Liabilities and equity</b>	<b>1,394,411.31</b>	<b>1,479,792.74</b>	<b>1,219,783.78</b>	<b>968,363.79</b>

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD / YEAR ENDED June 30, 2024 (Limited Review), (March 31, 2024 (Audited), MARCH 31, 2023 (Audited) & MARCH 31, 2022 (Audited) (Rs. In Lakhs)

	Particulars	For quarter ended as on 30 June 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
	REVENUE FROM OPERATIONS				
(i)	Interest income	36,736.28	135,877.86	88,593.19	79,595.35
(ii)	Dividend income	-	79.83	177.01	204.12
(iii)	Fees and commission income	-	54.75	-	-
(iv)	Net gain/(loss) on financial instruments	1,424.44	5,139.33	1,045.72	8,605.06
(v)	Net gain on derecognition of financial instruments under amortised cost category	-	-	-3.61	110.11
(vi)	Others	249.87	805.47	648.34	630.7

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(I)	Total revenue from operations	<b>38,410.59</b>	<b>141,957.24</b>	<b>90,460.65</b>	<b>89,145.34</b>
(II)	Other income	50.69	409.49	418.32	285.83
(III)	Total income ( I + II )	<b>38,461.28</b>	<b>142,366.73</b>	<b>90,878.97</b>	<b>89,431.17</b>
	EXPENSES				
(i)	Finance costs	20,578.95	70,200.67	39,304.68	34,682.98
(ii)	Impairment on financial instruments	-2,267.97	394.62	-1,413.18	-5,276.10
(iii)	Employee Benefits expenses	1,197.17	4,406.99	3,827.97	3,472.40
(iv)	Depreciation, amortization and impairment	69.88	97.25	208.54	221.76
(v)	Net loss on fair value changes	-	-	-	-
(IV)	Other expenses	990.25	3,416.31	3,238.30	3,117.80
(V)	Total expenses	<b>20,568.28</b>	<b>78,515.84</b>	<b>45,166.31</b>	<b>36,218.84</b>
(VI)	Profit/(loss) before tax	<b>17,893.00</b>	<b>63,850.89</b>	<b>45,712.66</b>	<b>53,212.33</b>
	Tax expense				
	(1) Current tax	4,422.59	17,706.92	11,611.38	-12,471.53
	(2) Deferred tax	163.53	(1,352.24)	99.83	-1,125.75
	Total tax expense (1+2)	<b>4,586.12</b>	<b>16,354.68</b>	<b>11,711.21</b>	<b>13,597.28</b>
	Profit/(loss) for the year (V+VI)	<b>13,306.88</b>	<b>47,496.21</b>	<b>34,001.45</b>	<b>39,615.05</b>
	Other comprehensive income				-
	(A) Items that will not be reclassified to profit or loss				

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					-
(i) Remeasurements of the defined benefit plans					
	54.76	9.51	14.00		-36.37
(ii) Income tax relating to above items	(13.78)	(2.39)	(3.52)		9.15
<b>Total (A)</b>	<b>40.98</b>	<b>7.12</b>	<b>10.48</b>		<b>-27.22</b>
(B) Items that will be reclassified to profit or loss					
(i) Debt Instruments through Other Comprehensive Income	-	-	-		-
Financial Instruments measured at FVOCI	82.36	1,121.77	(796.69)		256.55
(ii) Income tax relating to items that will be reclassified to profit or loss	(20.73)	(282.33)	200.51		66.15
<b>Total (B)</b>	<b>61.63</b>	<b>839.44</b>	<b>(596.18)</b>		<b>-190.4</b>
Other comprehensive income (A + B)	102.61	846.56	(585.70)		-217.62
<b>Total Comprehensive Income for the period (XIII+XIV)</b>	<b>49</b>	<b>13,409.</b>	<b>77</b>	<b>48,342.</b>	<b>75</b>
<b>Earnings per equity share - Basic and Diluted (Rs.)</b>	<b>236.67</b>	<b>844.74</b>	<b>604.73</b>		<b>704.57</b>

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STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2022 (Audited), MARCH 31, 2021 (Audited) & MARCH 30, 2020 (Audited) (Rs. In Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2023
<b>Cash flow from operating activities</b>			
<b>Profit before tax</b>	<b>63,850.89</b>	<b>45,712.66</b>	<b>53,212.33</b>
<b>Adjustments to reconcile profit before tax to net cash generated from / (used in) operating activities</b>			
Depreciation, amortization and impairment	97.25	208.54	221.76
Interest on Investment	-	-	-
Dividend Received	(79.83)	(177.01)	(204.12)
Profit on Sale of Property, Plant and Equipment	(18.39)	(4.28)	(7.98)
Impairment on financial instruments	394.62	(1,413.18)	(5,276.10)
Net loss on fair value changes		-	
Net gain/ (loss) on financial instruments at fair value through profit or loss	(5,139.33)	(1,042.11)	(8,605.06)
Finance cost	70,200.67	39,304.68	34,682.98
Interest on Borrowing paid	(56,994.25)	(33,495.62)	(35,413.30)
ESOP Expense	1.90	7.48	36.52
Remeasurements of the defined benefit plans	71.72	91.22	(36.37)
Debt Instruments through Other Comprehensive Income			(256.55)
<b>Operating profit before working capital changes</b>	<b>72,385.25</b>	<b>49,192.38</b>	<b>38,354.11</b>
<b>Working capital adjustments</b>			
(Increase) / Decrease in Bank Balance other than cash and cash equivalent	(2.79)	(2.06)	(2.13)
(Increase) / Decrease in Loans	(237,289.18)	(266,176.01)	(40,782.17)
(Increase) / Decrease in Receivables	(1,624.62)	133.13	441.16
(Increase) / Decrease in Other Financial Assets	(167.37)	(0.08)	(0.06)

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(Increase) / Decrease in Other Non Financial Assets	(115.32)	143.33	25.34
Increase / (Decrease) in Trade payables	153.79	69.77	(15.37)
Increase / (Decrease) in other Payables	(675.25)	234.33	606.21
Increase / (Decrease) in other non-financial liabilities	203.85	67.00	24.88
Increase / (Decrease) in other financial liabilities	37.96	(7.19)	0
Increase / (Decrease) provisions	167.23	(199.31)	(249.54)
Increase / (Decrease) in Interest Payable			
(Increase) / Decrease in unamortized discount	28,443.37	15,887.04	23,226.57
	<b>(210,868.33)</b>	<b>(249,850.05)</b>	<b>(16,725.11)</b>
Net Cash (used in) / generated from operations	(138,483.08)	(200,657.67)	21,629.00
Income tax paid (net)	(16,905.31)	(10,404.41)	(13,387.41)
<b>Net cash (used in) / generated from operating activities</b>	<b>(155,388.39)</b>	<b>(211,062.08)</b>	<b>8,241.59</b>
<b>Cash flow from investing activities</b>			
Purchase of investments	(3,261,236.77)	(3,871,138.89)	(4,533,177.89)
Sale of investments	3,294,177.48	3,882,095.27	4,419,219.09
Interest on Investments	4,514.50	693.96	7,528.03
Purchase of Property, Plant and Equipment	(177.25)	(73.65)	(85.58)
Sale of Property, Plant and Equipment	18.39	14.59	39.91
Dividend on Investments	79.83	177.01	204.13
<b>Net cash (used in) / generated from investing activities</b>	<b>37,376.18</b>	<b>11,768.29</b>	<b>(106,272.31)</b>
<b>Cash flow from financing activities</b>			
Proceeds from debt securities	436,188.25	230,474.96	243,049.36
Repayment of debt securities	(198,057.96)	(140,082.68)	(115,669.29)
Intercompany deposit issued	16,300.00	69,200.00	29,003.36

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Intercorporate deposit redeemed	(29,300.00)	(64,200.00)	(27,003.36)
Commercial paper issued (including CBLO)	813,411.43	518,056.82	2,268,427.96
Commercial paper redeemed (including CBLO)	(892,700.00)	(601,500.00)	(2,257,000.00)
Term loans drawn	114,500.00	122,500.00	20,000.10
Term loans paid	(49,104.57)	(10,668.75)	(30,000.00)
Increase/(Decrease) in bank overdraft (net)	(41,895.19)	71,895.20	(10,500.01)
<b>Net cash generated/(used in) from Financing Activities</b>	<b>169,341.96</b>	<b>195,675.55</b>	<b>120,308.12</b>
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>51,329.75</b>	<b>(3,618.24)</b>	<b>22,277.40</b>
Cash and cash equivalents at the beginning of the year	33,353.86	36,972.10	14,694.70
<b>Cash and cash equivalents at the end of the year</b>	<b>84,683.61</b>	<b>33,353.86</b>	<b>36,972.10</b>
<b>Reconciliation of cash and cash equivalents with the balance sheet</b>			
Cash and cash equivalents as per balance sheet			
Cash on hand	-	-	-
Balances with banks in current account	84,683.61	33,353.86	36,972.10
Cheques, drafts on hand	-	-	-
<b>Cash and cash equivalents as restated as at the year end *</b>	<b>84,683.61</b>	<b>33,353.86</b>	<b>36,972.10</b>

\* Cash and cash equivalents shown in Balance Sheet is net of ECL provision of ₹ 16.51 lakhs as at March 31, 2024 (Previous year: ₹ 6.5 lakhs) and Cash and cash equivalents shown in Balance Sheet is net of ECL provision of Rs. 7.21 lakhs as at March 31st, 2022 (Previous year: Rs. 2.87 lakhs)

#### Consolidated Audited Financial Statement

As on date of this General Information Document the Issuer does not have any subsidiary. The standalone and consolidated financial information would be the same and the Financial Information as disclosed above shall apply.

**For Auditor's Report for last three Financial Years - please refer Annexure IV**

(b) **The unaudited financial information with limited review report (for the interim period).**

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As per the relevant KID

For Limited Review Report as on 30<sup>th</sup> June 2023– please refer Annexure IV

### Consolidated Audited Financial Statements

As on on date of this General Information Document the Issuer does not have any subsidiary. The standalone and consolidated financial information would be the same and the Financial Information as disclosed above shall apply.

- (c) **Key Operational and Financial Parameters on a Consolidated and Standalone Basis in respect of the financial information provided under clauses (a) and (b) above:**

For Financial Sector Entities: Standalone basis (Rs. In Lakhs)

Particulars	As at June, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Balance Sheet</b>				
Assets				
Property, Plant and Equipment	175.47	195.09	90.90	87.40
Financial Assets	1,388,066.98	1,475,790.52	1232554.27	974429.29
Non-financial Assets excluding property, plant and equipment	6,168.85	3,807.13	915.79	2143.46
<b>Total assets</b>	<b>1,394,411.30</b>	<b>1,479,792.74</b>	<b>12,33,560.96</b>	<b>9,76,660.15</b>
Liabilities				
Financial Liabilities				
- Derivative financial instruments	6,452.90	6,326.51	5,891.36	-
- Trade Payables	1,941.06	1,214.24	380.84	311.07
- Debt Securities	753,710.98	759,579.04	4,90,668.25	3,93,287.04
- Borrowings (other than Debt Securities)	262,638.76	359,370.35	4,17,296.29	3,03,082.87
- Subordinated Liabilities	20,660.34	20,238.84	20,231.85	20,234.24
- Other financial liabilities	2,424.68	108.51	1,425.41	1,198.27
Non – Financial Liabilities				
- Current tax liabilities (net)	3,906.51	2,986.85	2,699.32	2,427.98
- Provisions	734.82	1,160.62	931.20	1,053.29
- Deferred tax liabilities (net)	-	-	1,763.46	456.77
- Other non-financial liabilities	506.25	801.91	598.06	531.06
Equity (equity share)	341,435.00	328,005.87	562.26	562.26

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capital and other equity)				
Total equity and liabilities	<b>1,394,411.30</b>	<b>1,479,792.74</b>	<b>12,33,560.96</b>	<b>9,76,660.15</b>
Revenue from operations	38,410.59	141,957.24	<b>90,460.65</b>	<b>89,145.34</b>
Other Income	50.69	409.49	418.32	285.83
Total Income	<b>38,461.28</b>	142,366.73	90878.97	89,431.17
Total Expenses	<b>20,568.28</b>	78,515.84	45,166.31	36,218.84
Profit after Tax for the year	<b>13,306.88</b>	47,496.21	38175.58	40917.19
Other Comprehensive Income	102.61	846.56	(585.70)	(217.62)
Total Comprehensive Income	<b>13,409.49</b>	48,342.77	33,415.75	39,397.43
Earnings per equity share (Basic)	<b>236.67</b>	844.74	604.73	704.57
Earnings per equity share (Diluted)	<b>236.67</b>	844.74	604.73	704.57
Net cash from / used in(-) operating activities	NA	(155,388.39)	(2,11,070.56)	8,241.59
Net cash from / used in(-) investing activities	NA	37,376.18	11,776.77	(1,06,272.31)
Net cash from / used in(-) financing activities	NA	169,341.96	1,95,675.55	1,20,308.12
Net increase/decrease(-) in cash and cash equivalents	NA	51,329.75	(3,618.24)	22,277.40
Cash and cash equivalents as per Cash Flow Statement as at end of Half Year	NA	84,683.61	33,353.86	36,972.10
Net worth	341,435.00	328,005.87	2,79,661.20	2,46,237.97
Cash and Cash Equivalents	71,664.61	84,667.10	33,353.86	36,972.10
Loans				
Loans (Principal Amount)	1,120,593.08	1,170,413.54	9,33,538.92	6,66,846.66
Total Debts to Total Assets	74.37%	76.98%	76.10%	74.01%
Interest Income	36,736.28	135,877.86	88,593.19	79,595.35
Interest Expense	20,578.95	70,200.67	45,166.31	36,218.84
Impairment on Financial Instruments	(2,267.97)	394.62	(1413.18)	(15,276.10)
Bad Debts to Loans	0%	0%	0%	0%
% Stage 3 Loans on Loans (Principal	0.22%	0.38%	1.3%	1.3%



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Amount)				
% Net Stage 3 Loans on Loans (Principal Amount)	0.0%	0.12%	1.3%	1.3%
Tier I Capital Adequacy Ratio (%)	27.33%	26.05%	27.33%	31.87%
Tier II Capital Adequacy Ratio (%)	0.86%	0.90%	1.28%	2.30%

**Consolidated basis:** As on on date of this General Information Document, the Issuer does not have any subsidiary. The standalone and consolidated financial information would be the same and the Financial Information as disclosed above shall apply.

- (d) **Details of any other contingent liabilities of the Issuer based on the last audited financial statements including amount and nature of liability.**

Particulars	Rs . in Lakhs			
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Claims against the Company not acknowledged as debt	419.84	282.68	84.86	84.86
Capital Commitments	18,832.40	1,725	-	
Total	<b>19,252.24</b>	<b>2,007.67</b>	<b>84.86</b>	<b>84.86</b>

- (e) **The amount of corporate guarantee or letter of comfort issued by the Issuer along with details of the counterparty (viz. name and nature of the counterparty, whether a subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued.**

Nil

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## SECTION G

### BRIEF HISTORY OF THE COMPANY SINCE INCORPORATION

#### (i) Capital Structure

##### a) Details of Share Capital as at last quarter end, i.e. September 30, 2024:-

Share Capital	Amount (Rs.)
Authorised Share Capital	70,00,00,000
Issued, Subscribed and Paid-up Share Capital	5,62,25,780

##### b) Changes in its capital structure as at last quarter end, i.e. September 30, 2024 for the preceding three financial years and current financial year:-

Date of Change (AGM/ EGM)	Particulars
No change	

##### c) Details of the equity share capital of the Company for the preceding 3 (three) financial years and current financial year:-

Date of Allotment	No. Of Equity Shares	Face Value (Rs)	Form of Consideration (other than cash, etc)	Issue Price (Rs)	Nature of allotment	Cumulative			Re-mark
						No. Of Equity shares	Equity Share Capital (Rs)	Equity Share Premium (in Rs.)	
N.A.	-	10	N.A.	N.A.	N.A.	56,22,578	5,62,25,780	N.A.	No change in the last 3 years

##### d) Details of any Acquisition or Amalgamation in the preceding one year:

None

##### e) Details of any Reorganization or Reconstruction in the preceding 1 (one) year:

Type of Event	Date of Announcement	Date of Completion	Details
None			

##### f) Details of the shareholding of the Company as at the latest quarter end, i.e., September 30, 2024 as per the format specified under the listing regulations:-

Sr. No.	Particulars	No. of equity shares held	No. of shares held in demat form	Total Shareholding as % of total no. of equity shares
1	Kotak Mahindra Bank Limited (along with KMBL nominees)	5,622,578	56,22,578	100

Notes:- Shares pledged or encumbered by the promoters (if any): Nil

##### g) List of top 10 holders of equity shares as of the latest quarter end i.e., as on September 30, 2024:

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Sr. No.	Name of Shareholder	Total Number of Equity Shares	No. of shares in demat form	Total Shareholding as % of total no. of equity shares
1	Kotak Mahindra Bank Limited ( along with KMBL nominees)	5,622,578	-	100

## (ii) Directors of the Company

Following details regarding the directors of the Company: -

## a) Details of the current directors of the Company as on date:

Name	Designation	DIN	Date of Birth	Address	Director of the Company since	Details of other directorship
Mr. Uday Kotak	Chairman	00007467	15-03-1959	62, NCPA, Nariman Point, Mumbai 400021	01-10-2013	Kotak Mahindra Bank Limited Kotak Mahindra Asset Management Company Limited Kotak Mahindra Capital Company Limited Kotak Mahindra Life Insurance Company Limited Kotak Mahindra Prime Limited The Mahindra United World College of India The Anglo Scottish Education Society
Mr. Amit Bagri	MD & CEO	09659093	20-12-1973	3001 Tower T-5 Crescent Bay, Jerbai Wadia Road, Near Mahatma Phule Educational Society, Parel 400012	01-07-2022	Nil
Mr. Paritosh Kashyap	Non-Executive Director	07656300	05-10-1968	A/2202, Vervian, Mahindra Eminent, S.V. Road, Goregaon West, Mumbai - 400062	09-12-2016	Kotak Infrastructure Debt Fund Limited
Mr. Chandrashekhar Sathe	Independent Director	00017605	01-09-1950	C-10, Dattaguru Co-op Housing Society, Deonar Village Road, Deonar, Mumbai – 400 088	30-03-2015	Infinitum Productions Private Limited Kotak Mahindra Prime Limited BSS Microfinance Limited Kotak Mahindra Trustee

General Information Document

General Information Document Date: 17<sup>th</sup> October, 2024

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						Company Limited
Mr. Paresh Parasnis	Independent Director	02412035	11-10-1961	14, Chaitra Heritage, Plot no 550, 11th Road, Chembur East, Mumbai 400 071	18-10-2022	Invesco Asset Management (India) Private Limited CreditAccess Life Insurance Limited Efficient Ecosystem Protection Association
Mr. Prakash Apte	Independent Director	00196106	06-05-1954	803, Blossom Boulevard, Koegaon Park, Pune - 411001	13-02-2023	GMM Pfaudler Limited Blue Dart Express Limited Fine Organic Industries Limited Kotak Mahindra Prime Limited
Mr. Padmini Khare Kaicker	Independent Director	00296388	15-04-1965	107 Cumballa Crest, 42, Peddar Road, Mumbai – 400 026	17-08-2015	J B Chemicals and Pharmaceuticals Limited Rallis India Limited Bosch limited National Payment Corporation of India Tata Chemicals Limited Franklin Templeton Asset Management (IFSC) Private Limited
Mr. Baswa Ashok Rao	Independent Director	1517632	12-05-1957	Villa 249, Adarsh Palm Retreat, Phase 2, Lane 1, Devarabisanahalli, Bengaluru – 560103, Karnataka.	22-03-2024	Kotak Infrastructure Debt Fund Limited

b) Details of change in directors in the preceding three financial years and current financial year:

Name, designation and DIN	Date of appointment	Date of cessation (if applicable)	Date of resignation (if applicable)	Remarks (viz. reasons for change ect)
Arvind Kathpalia (DIN: 02630873)	-	-	1st April 2022	Resigned as a director
Rajiv Gurnani (DIN: 09560091)	4th April 2022	-		Appointed as Director

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Rajiv Gurnani (DIN: 09560091)	-	-	30th June 2022	Resigned as a director
KVS Manian	-	-	30th June 2022	Resigned as a director
Amit Bagri	1st July 2022	-	-	Appointed as Director
Phani Shankar	5th July 2022	-	-	Appointed as Director
Amit Bagri	8th August 2022	-	-	Appointed as Managing Director
Paresh Shreesh Parasnis	18th October 2022	-	-	Appointed as Independent Director
Prakash Krishnaji Apte	13th February 2023	-	-	Appointed as Independent Director
Baswa Ashok Rao	22nd March, 2024	-	-	Appointed as Independent Director
Phani Shankar	23rd April, 2024	-	-	Resigned as a director

- c) Details of directors' remuneration, and such particulars of the nature and extent of their interests in the issuer (during the current year and preceding three financial years):

(i) Remuneration payable or paid to a director by the issuer, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis (in Rs.)

Financial Year	Amount (Rs. In Crores)
2020-21	0.53
2021-22	0.38
2022-23	0.57
2023-24 till 30.6.2024	1.65

- (ii) Appointment of any relatives to an office or place of profit of the issuer, its subsidiary or associate company: No

(iii) Full particulars of the nature and extent of interest, if any, of every director: Not Applicable

A. in the promotion of the issuer company – [ ]

B. in any immovable property acquired by the issuer company in the two years preceding the date of the issue document or any immovable property proposed to be acquired by it – [ ]

C. where the interest of such a director consists in being a member of a firm or company, the nature and extent of his interest in the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the issuer company shall be disclosed – [ ]

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d) Contribution being made by the directors as part of the offer or separately in furtherance of such objects:

Not Applicable

(iii) **Any financial or other material interest of the directors, promoters, key managerial personnel or senior management in the Issue and the effect of such interest in so far as it is different from the interests of other persons:**

Not Applicable

(iv) **Auditors of the Company**

a) Following details regarding the auditors of the Company:

Name	Address	Date of appointment
M/s Varma & Varma, Chartered Accountants	Unit No.101 Option Primo, Plot No.X-21, MIDC Road No.21 Andheri East	Statutory Auditor from 29th July 2024 for FY 2024-025

**\*Peer Review Certificate number of auditor: 014223**

b) Details of change in auditor for preceding three financial years and current financial year:

Name	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable
Kalyaniwalla & Mistry LLP	Esplanade House, 29, 2nd Floor, Hazarimal Somani Marg, Fort,	28 <sup>th</sup> July, 2021	Retired at the conclusion of the 36 <sup>th</sup> AGM of KMIL held on 29 <sup>th</sup> July 2024.	In order to comply with RBI circular/norms dated 27-April-2021
Price Waterhouse Chartered Accountant LLP	252 Veer Savarkar Marg, Opp. Shivaj Park, Dadar, Mumbai 400 028, India.	April 01, 2017	Not eligible to continue as statutory auditors of the Company subsequent to 33 <sup>rd</sup> AGM held on 28-July-2021. Intimated about the resignation on 24-July-2021	In order to comply with RBI circular/norms dated 27-April-2021

(v) **Details of the following liabilities of the Issuer, as at the end of the preceding quarter i.e. September 30, 2024 or if available, a later date: -**

a) Details of Outstanding Secured Loan Facilities as per September 30, 2024: -

Lender's name (As on 30.06.2024)	Type of facility	Amt sanctioned (INR In Crs)	Principal Amt outstanding (INR In Crs)	Repayment date/Schedule	Security	Credit rating	Asset classification
State Bank of India	CC/WCDL/TL	500	76	13th March 2027	Refer Note 1 below	CRISIL AAA/Stable	Standard
		1149	883	13th March 2027			
HDFC Bank Limited	CC/WCDL/TL	200	Nil		Refer Note 1 below	CRISIL AAA/Stable	Standard

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		1102	762.50	31st August 2027			
Kotak Mahindra Bank Ltd	CC/WCDL/TL	150	Nil	25th September 2026	Refer Note 1 below	CRISIL AAA/Stable	Standard
		150	150				
Canara Bank	CC/WCDL	300	191	17 <sup>th</sup> Sep 2024	Refer Note 1 below	CRISIL AAA/Stable	Standard

The loans from banks are secured by way of a first and pari passu charge in favour of the security trustee on the Company's immovable property and / or receivables arising out of loan, lease and hire purchase, book debts, current assets and investments (excluding any strategic investments of the Company in the nature of equity shares, preference shares and venture capital units).

Asset classification: Standard

b) Details of outstanding unsecured loan facilities as on September 30, 2024: -

Name of lender	Type of Facility	Amount Sanctioned (Rs. In crs)	Principal outstanding (Rs. In crs)	Amount Repayment Schedule	Date	/Credit Rating, if applicable
	NIL					

c) Details of outstanding non-convertible securities as on September 30, 2024: -

Secured Non-Convertible Debentures as on September 30, 2024

Series	ISIN	Tenor/ Period of maturity	Coupon	Amount issued (INR Crore)	Date of allotment	Redemption date/ Schedule	Credit rating	Secured/ Unsecured	Security
LDD/2021-22/7414	INE975F07HM1	1095	5.85%	200	16-Nov-21	15-Nov-24	CRISIL	Secured	Refer Note
LDD/2021-22/7447	INE975F07HO7	1100	5.90%	100	29-Nov-21	03-Dec-24	CRISIL	Secured	Refer Note
LDD/2021-22/7614	INE975F07HR0	1124	6.00%	10	27-Dec-21	24-Jan-25	CRISIL	Secured	Refer Note
LDD/2021-22/7615	INE975F07HR0	1124	6.00%	65	27-Dec-21	24-Jan-25	CRISIL	Secured	Refer Note
LDD/2022-23/8378	INE975F07HT6	1096	8.00%	85.2	21-Oct-22	21-Oct-25	CRISIL	Secured	Refer Note
LDD/2022-23/8379	INE975F07HT6	1096	8.00%	31.5	21-Oct-22	21-Oct-25	CRISIL	Secured	Refer Note
LDD/2022-23/8380	INE975F07HT6	1096	8.00%	42	21-Oct-22	21-Oct-25	CRISIL	Secured	Refer Note
LDD/2022-23/8381	INE975F07HT6	1096	8.00%	12.6	21-Oct-22	21-Oct-25	CRISIL	Secured	Refer Note
LDD/2022-23/8382	INE975F07HT6	1096	8.00%	12.5	21-Oct-22	21-Oct-25	CRISIL	Secured	Refer Note
LDD/2022-23/8374	INE975F07HU4	1110	8.00%	25	21-Oct-22	04-Nov-25	CRISIL	Secured	Refer Note
LDD/2022-23/8375	INE975F07HU4	1110	8.00%	20	21-Oct-22	04-Nov-25	CRISIL	Secured	Refer Note

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LDD/2022-23/8376	INE975F07HU4	1110	8.00%	10	21-Oct-22	04-Nov-25	CRISIL	Secured	Refer Note
LDD/2022-23/8580	INE975F07HX8	792	7.93%	100	29-Dec-22	28-Feb-25	CRISIL	Secured	Refer Note
LDD/2022-23/8581	INE975F07HV2	1127	7.95%	7	29-Dec-22	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8582	INE975F07HV2	1127	7.95%	26.2	29-Dec-22	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8583	INE975F07HV2	1127	7.95%	200	29-Dec-22	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8627	INE975F07HV2	1109	8.00%	115	16-Jan-23	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8628	INE975F07HV2	1109	8.00%	6.5	16-Jan-23	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8630	INE975F07HV2	1109	8.00%	5.5	16-Jan-23	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8629	INE975F07HV2	1109	8.00%	5.5	16-Jan-23	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8631	INE975F07HV2	1109	8.00%	5.5	16-Jan-23	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8633	INE975F07HV2	1109	8.00%	5.5	16-Jan-23	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8632	INE975F07HV2	1109	8.00%	5.5	16-Jan-23	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8634	INE975F07HV2	1109	8.00%	5.5	16-Jan-23	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8635	INE975F07HV2	1109	8.00%	100	16-Jan-23	29-Jan-26	CRISIL	Secured	Refer Note
LDD/2022-23/8640	INE975F07HZ3	729	8.00%	209	18-Jan-23	16-Jan-25	CRISIL	Secured	Refer Note
LDD/2022-23/8659	INE975F07IC0	1182	7.99%	25	27-Jan-23	23-Apr-26	CRISIL	Secured	Refer Note
LDD/2022-23/8660	INE975F07IB2	1208	8.01%	65	27-Jan-23	19-May-26	CRISIL	Secured	Refer Note
LDD/2022-23/8662	INE975F07IB2	1208	8.01%	7.5	27-Jan-23	19-May-26	CRISIL	Secured	Refer Note
LDD/2022-23/8663	INE975F07IB2	1208	8.01%	50	27-Jan-23	19-May-26	CRISIL	Secured	Refer Note
LDD/2022-23/8731	INE975F07ID8	1096	8.16%	1	23-Feb-23	23-Feb-26	CRISIL	Secured	Refer Note
LDD/2022-23/8732	INE975F07ID8	1096	8.16%	200	23-Feb-23	23-Feb-26	CRISIL	Secured	Refer Note
LDD/2022-23/8733	INE975F07ID8	1096	8.16%	25	23-Feb-23	23-Feb-26	CRISIL	Secured	Refer Note
LDD/2022-23/8734	INE975F07ID8	1096	8.16%	50	23-Feb-23	23-Feb-26	CRISIL	Secured	Refer Note
LDD/2022-23/8735	INE975F07IE6	1216	8.14%	10	23-Feb-23	23-Jun-26	CRISIL/ICRA	Secured	Refer Note
LDD/2022-23/8736	INE975F07IE6	1216	8.14%	17.5	23-Feb-23	23-Jun-26	CRISIL/ICRA	Secured	Refer Note
LDD/2022-23/8737	INE975F07IE6	1216	8.14%	1	23-Feb-23	23-Jun-26	CRISIL/ICRA	Secured	Refer Note
LDD/2022-23/8738	INE975F07IE6	1216	8.14%	40	23-Feb-23	23-Jun-26	CRISIL/ICRA	Secured	Refer Note
LDD/2022-23/8739	INE975F07IE6	1216	8.14%	20	23-Feb-23	23-Jun-26	CRISIL/ICRA	Secured	Refer Note
LDD/2022-23/8819	INE975F07IF3	581	8.00%	100	14-Mar-23	15-Oct-24	CRISIL	Secured	Refer Note
LDD/2022-23/8820	INE975F07IF3	581	8.00%	200	14-Mar-23	15-Oct-24	CRISIL	Secured	Refer Note
LDD/2022-23/8821	INE975F07IF3	581	8.00%	10	14-Mar-23	15-Oct-24	CRISIL	Secured	Refer Note
LDD/2022-23/8821	INE975F07IF3	581	8.00%	15	14-Mar-23	15-Oct-24	CRISIL	Secured	Refer Note



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LDD/2022-23/8824	INE975F07IC0	1136	7.99%	100	14-Mar-23	23-Apr-26	CRISIL	Secured	Refer Note
LDD/2022-23/8825	INE975F07IC0	1136	7.99%	150	14-Mar-23	23-Apr-26	CRISIL	Secured	Refer Note
LDD/2022-23/8822	INE975F07IE6	1197	8.14%	15	14-Mar-23	23-Jun-26	CRISIL/ICRA	Secured	Refer Note
LDD/2022-23/8823	INE975F07IE6	1197	8.14%	10	14-Mar-23	23-Jun-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/8900	INE975F07II7	822	8.11%	30	18-Apr-23	18-Jul-25	CRISIL	Secured	Refer Note
LDD/2023-24/8901	INE975F07II7	822	8.11%	235	18-Apr-23	18-Jul-25	CRISIL	Secured	Refer Note
LDD/2023-24/8901	INE975F07II7	822	8.11%	35	18-Apr-23	18-Jul-25	CRISIL	Secured	Refer Note
LDD/2023-24/8902	INE975F07II7	822	8.11%	100	18-Apr-23	18-Jul-25	CRISIL	Secured	Refer Note
LDD/2023-24/8903	INE975F07IE6	1162	8.14%	100	18-Apr-23	23-Jun-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/8904	INE975F07IJ5	1218	8.11%	25	18-Apr-23	18-Aug-26	CRISIL	Secured	Refer Note
LDD/2023-24/8905	INE975F07IJ5	1218	8.11%	1	18-Apr-23	18-Aug-26	CRISIL	Secured	Refer Note
LDD/2023-24/8906	INE975F07IJ5	1218	8.11%	75	18-Apr-23	18-Aug-26	CRISIL	Secured	Refer Note
LDD/2023-24/8907	INE975F07IJ5	1218	8.11%	99	18-Apr-23	18-Aug-26	CRISIL	Secured	Refer Note
LDD/2023-24/9367	INE975F07IK3	595	7.97%	25	18-Sep-23	05-May-25	CRISIL	Secured	Refer Note
LDD/2023-24/9370	INE975F07IK3	595	7.97%	100	18-Sep-23	05-May-25	CRISIL	Secured	Refer Note
LDD/2023-24/9373	INE975F07IK3	595	7.97%	25	18-Sep-23	05-May-25	CRISIL	Secured	Refer Note
LDD/2023-24/9374	INE975F07IK3	595	7.97%	10	18-Sep-23	05-May-25	CRISIL	Secured	Refer Note
LDD/2023-24/9392	INE975F07IL1	730	8.04%	100	27-Sep-23	26-Sep-25	CRISIL	Secured	Refer Note
LDD/2023-24/9393	INE975F07IL1	730	8.04%	100	27-Sep-23	26-Sep-25	CRISIL	Secured	Refer Note
LDD/2023-24/9394	INE975F07IM9	1105	8.04%	40	27-Sep-23	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9395	INE975F07IM9	1105	8.04%	75	27-Sep-23	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9396	INE975F07IM9	1105	8.04%	10	27-Sep-23	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9397	INE975F07IM9	1105	8.04%	50	27-Sep-23	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9399	INE975F07IM9	1105	8.04%	50	27-Sep-23	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9398	INE975F07IM9	1105	8.04%	1.5	27-Sep-23	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9398	INE975F07IM9	1105	8.04%	3.5	27-Sep-23	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9493	INE975F07IN7	785	8.21%	100	26-Oct-23	19-Dec-25	CRISIL	Secured	Refer Note
LDD/2023-24/9494	INE975F07IN7	785	8.21%	25	26-Oct-23	19-Dec-25	CRISIL	Secured	Refer Note
LDD/2023-24/9496	INE975F07IN7	785	8.21%	10	26-Oct-23	19-Dec-25	CRISIL	Secured	Refer Note
LDD/2023-24/9495	INE975F07IN7	785	8.21%	50	26-Oct-23	19-Dec-25	CRISIL	Secured	Refer Note
LDD/2023-24/9497	INE975F07IN7	785	8.21%	25	26-Oct-23	19-Dec-25	CRISIL	Secured	Refer Note
LDD/2023-24/9498	INE975F07IO5	1128	8.22%	25	26-Oct-23	27-Nov-26	CRISIL/ICRA	Secured	Refer Note

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LDD/2023-24/9499	INE975F07IO5	1128	8.22%	25	26-Oct-23	27-Nov-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9500	INE975F07IO5	1128	8.22%	3	26-Oct-23	27-Nov-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9501	INE975F07IO5	1128	8.22%	10	26-Oct-23	27-Nov-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9502	INE975F07IO5	1128	8.22%	30	26-Oct-23	27-Nov-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9503	INE975F07IO5	1128	8.22%	25	26-Oct-23	27-Nov-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9504	INE975F07IO5	1128	8.22%	32	26-Oct-23	27-Nov-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9505	INE975F07IO5	1128	8.22%	150	26-Oct-23	27-Nov-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9568	INE975F07IK3	539	7.97%	50	13-Nov-23	05-May-25	CRISIL	Secured	Refer Note
LDD/2023-24/9569	INE975F07IK3	539	7.97%	25	13-Nov-23	05-May-25	CRISIL	Secured	Refer Note
LDD/2023-24/9570	INE975F07IM9	1058	8.04%	50	13-Nov-23	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9571	INE975F07IP2	1172	8.19%	175	13-Nov-23	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9664	INE975F07HX8	450	8.20%	50	06-Dec-23	28-Feb-25	CRISIL	Secured	Refer Note
LDD/2023-24/9645	INE975F07HU4	699	8.00%	80	06-Dec-23	04-Nov-25	CRISIL	Secured	Refer Note
LDD/2023-24/9646	INE975F07HU4	699	8.00%	25	06-Dec-23	04-Nov-25	CRISIL	Secured	Refer Note
LDD/2023-24/9647	INE975F07HU4	699	8.00%	15	06-Dec-23	04-Nov-25	CRISIL	Secured	Refer Note
LDD/2023-24/9648	INE975F07HU4	699	8.00%	75	06-Dec-23	04-Nov-25	CRISIL	Secured	Refer Note
LDD/2023-24/9650	INE975F07IP2	1149	8.19%	10	06-Dec-23	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9651	INE975F07IP2	1149	8.19%	10	06-Dec-23	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9652	INE975F07IP2	1149	8.19%	10	06-Dec-23	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9653	INE975F07IP2	1149	8.19%	25	06-Dec-23	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9654	INE975F07IP2	1149	8.19%	20	06-Dec-23	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9655	INE975F07IP2	1149	8.19%	25	06-Dec-23	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9656	INE975F07IP2	1149	8.19%	50	06-Dec-23	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9657	INE975F07IP2	1149	8.19%	50	06-Dec-23	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9735	INE975F07HT6	663	8.25%	150	28-Dec-23	21-Oct-25	CRISIL	Secured	Refer Note
LDD/2023-24/9752	INE975F07IB2	873	8.25%	50	28-Dec-23	19-May-26	CRISIL	Secured	Refer Note
LDD/2023-24/9753	INE975F07IB2	873	8.25%	100	28-Dec-23	19-May-26	CRISIL	Secured	Refer Note
LDD/2023-24/9738	INE975F07IQ0	1246	8.24%	25	28-Dec-23	27-May-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9739	INE975F07IQ0	1246	8.24%	30	28-Dec-23	27-May-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9740	INE975F07IQ0	1246	8.24%	15	28-Dec-23	27-May-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9741	INE975F07IQ0	1246	8.24%	5	28-Dec-23	27-May-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9742	INE975F07IQ0	1246	8.24%	5	28-Dec-23	27-May-27	CRISIL/ICRA	Secured	Refer Note

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LDD/2023-24/9984	INE975F07IM9	929	8.04%	50	21-Mar-24	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9986	INE975F07IM9	929	8.04%	150	21-Mar-24	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9988	INE975F07IM9	929	8.04%	50	21-Mar-24	06-Oct-26	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9989	INE975F07IP2	1043	8.19%	50	21-Mar-24	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9990	INE975F07IP2	1043	8.19%	200	21-Mar-24	28-Jan-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9994	INE975F07IR8	1187	8.38%	10	21-Mar-24	21-Jun-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9995	INE975F07IR8	1187	8.38%	10	21-Mar-24	21-Jun-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9996	INE975F07IR8	1187	8.38%	5	21-Mar-24	21-Jun-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9997	INE975F07IR8	1187	8.38%	5	21-Mar-24	21-Jun-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9998	INE975F07IR8	1187	8.38%	20	21-Mar-24	21-Jun-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9999	INE975F07IR8	1187	8.38%	200	21-Mar-24	21-Jun-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/9991	INE975F07IR8	1187	8.38%	250	21-Mar-24	21-Jun-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10001	INE975F07IS6	1247	8.37%	20	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10002	INE975F07IS6	1247	8.37%	5	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10003	INE975F07IS6	1247	8.37%	10	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10004	INE975F07IS6	1247	8.37%	33	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10005	INE975F07IS6	1247	8.37%	35	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10006	INE975F07IS6	1247	8.37%	25	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10007	INE975F07IS6	1247	8.37%	10	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10008	INE975F07IS6	1247	8.37%	10	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10009	INE975F07IS6	1247	8.37%	5	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10010	INE975F07IS6	1247	8.37%	10	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10011	INE975F07IS6	1247	8.37%	5	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10012	INE975F07IS6	1247	8.37%	150	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10013	INE975F07IS6	1247	8.37%	30	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10014	INE975F07IS6	1247	8.37%	5	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10015	INE975F07IS6	1247	8.37%	50	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10016	INE975F07IS6	1247	8.37%	3	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note
LDD/2023-24/10017	INE975F07IS6	1247	8.37%	50	21-Mar-24	20-Aug-27	CRISIL/ICRA	Secured	Refer Note

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### Unsecured Non-Convertible Debentures as on September 30, 2024.

Series	ISIN	Tenor/ Period of maturity	Coupon	Amount issued (INR Crore)	Date of allotment	Redemption date/	Credit rating	Secured/ Unsecured	Security
LDD/2015-16/1582	INE975F08CR9	3,653	9.0000%	50	31-Dec-15	31-Dec-25	CRISIL- AAA ICRA – AAA	Unsecured	NA
LDD/2016-17/2672	INE975F08CS7	3,650	8.3500%	8	20-Dec-16	18-Dec-26	CRISIL- AAA ICRA – AAA	Unsecured	NA
LDD/2016-17/2673	INE975F08CS7	3,650	8.3500%	2	20-Dec-16	18-Dec-26	CRISIL- AAA ICRA – AAA	Unsecured	NA
LDD/2016-17/2674	INE975F08CS7	3,650	8.3500%	5	20-Dec-16	18-Dec-26	CRISIL- AAA ICRA – AAA	Unsecured	NA
LDD/2016-17/2675	INE975F08CS7	3,650	8.3500%	3	20-Dec-16	18-Dec-26	CRISIL- AAA ICRA – AAA	Unsecured	NA
LDD/2016-17/2676	INE975F08CS7	3,650	8.3500%	2	20-Dec-16	18-Dec-26	CRISIL- AAA ICRA – AAA	Unsecured	NA
LDD/2016-17/2662	INE975F08CS7	3,650	8.3500%	30	20-Dec-16	18-Dec-26	CRISIL- AAA ICRA – AAA	Unsecured	NA
LDD/2016-17/2925	INE975F08CT5	3,652	8.5500%	100	24-Mar-17	24-Mar-27	CRISIL- AAA ICRA – AAA	Unsecured	NA

Note: The Non-Convertible Debentures (except for Subordinated Debt) are secured by way of a first and pari passu mortgage in favour of the Debenture Trustee on the Company's immovable property of Rs.9.25 lakhs and further secured by way of first and pari passu hypothecation of movable assets of the Company such as receivables arising out of loan, lease and hire purchase, book debts, current assets and investments (excluding strategic investments of the Company which are in the nature of equity shares, preference shares and venture capital units or any receivables therefrom).

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- d) Details of the bank fund based facilities / rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) from financial institutions or financial creditors:-

Lender's name (As on 30.09.2024)	Type of facility	Amt sanction ed (INR In Crs)	Principal Amt outstandi ng ( INR In Crs)	Repayme nt date/Sch edule	Security	Credit rating	Asset classific ation
State Bank of India	CC/WCDL/TL	500	251	04th March 2025	Refer Note 1	CRISIL AAA/Stable	Standard
		1149	796	13th March 2027			
HDFC Bank Limited	CC/WCDL/TL	200	Nil		Refer Note 1	CRISIL AAA/Stable	Standard
		1102	672.70	31st August 2027			
Kotak Mahindra Bank Ltd	CC/WCDL/TL	150	Nil	25th September	Refer Note 1	CRISIL AAA/Stable	Standard
		150	120	2026			
Canara Bank	CC/WCDL	300	300	19 <sup>th</sup> Dec 2024	Refer Note 1	CRISIL AAA/Stable	Standard

- e) The amount of corporate guarantee or letter of comfort issued by the Issuer along with name of the counterparty (like name of the subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account guarantees/ any put option etc. (Details of any outstanding borrowings taken/ debt securities issued for consideration other than cash). This information shall be disclosed whether such borrowing/ debt securities have been taken/ issued – (a) in whole or part, (b) at a premium or discount, or (c) in pursuance of an option or not:

None

- (vi) Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities, commercial paper (including technical delay) and other financial indebtedness including corporate guarantee or letters of comfort issued by the Company, in the preceding 3 (three) years and the current financial year.

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None

- (vii) **Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of issue which may affect the Issue or the investor's decision to invest / continue to invest in the non-convertible securities / commercial papers.**

Save as stated elsewhere in the Disclosure Documents, since the date of the last published audited financial accounts, to the best of the Issuer's knowledge and belief, no material developments have taken place that will affect the issue of the Debentures or the investor's decision to invest / continue to invest in the Debentures. However, please refer to Section O on 'RISK FACTORS' in this General Information Document and section (vii) below

- (viii) **Any litigation or legal action pending or taken by a Government Department or a statutory body or regulatory body during the last three years immediately preceding the year of the issue of the General Information Document against the promoter of the Company.**

**Kotak Mahindra Bank Limited:**

Financial Year	Date	Brief of the Fines	Rs. (in Lakhs)	Regulator	Jurisdiction
2021-2022	NIL				
2022-2023	4-Jul-22	RBI vide its letter dated July 4, 2022 has levied a penalty of INR 10.50 million for failure to comply with the following provisions/Act:			
		Non-compliance with directions on 'customer Protection – Limiting Liability of customers in Unauthorised Electronic Banking Transactions	30	Reserve Bank of India	India
		Contravention of the provisions of sub-section (2) of Section 26A of the Act read with paragraph 3 of 'The Depositor Education and Awareness Fund Scheme' 2014	30	Reserve Bank of India	India
		Non-compliance with directions on Banks, exposure to Capital Markets - Rationalization of Norms' and ,Loans and Advances -Statutory and Other Restrictions	45	Reserve Bank of India	India
	24-Aug-22	RBI vide its mail dated August 24, 2022 imposed penalty of INR 10,000 for following deficiencies found during an Incognito visit on the Bank's Ulubari Branch, Guwahati: Facility of Exchange of soiled notes not provided.	0.10	Reserve Bank of India	India

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	Facility of Exchange of mutilated notes not provided.			
17-Mar-23	RBI vide its mail dated March 17, 2023 had levied a penalty of INR 10,000 on Kotak Mahindra Bank, Somajiguda Branch for deficiencies observed during incognito visit of Senior RBI Official to the branch on December 23, 2022. The penalty was levied by RBI in terms of the instruction contained in para 2.v.b) of RBI Master Circular dated April 01, 2022 on "Scheme of Penalties for bank branches including Currency Chests based on performance in rendering customer service to the members of public".	0.10	Reserve Bank of India	India
October 17, 2023	Reserve Bank of India vide its letter dated October 17, 2023 had imposed a penalty of INR 3.95 crore on the Bank for following contraventions: Failure to carry out annual review/due diligence of the service provider Failure to ensure that customers are not contacted after 7 pm and before 7 am Levying interest from the disbursement due date instead of the actual date of disbursement, contrary to the terms & conditions of sanction Levying foreclosure charge despite there being no clause in the loan agreement for levy of prepayment penalty on loans recalled/foreclosure initiated by the bank.	395.00	Reserve Bank of India	India
October 25, 2023	Reserve Bank of India (RBI) vide its mail dated October 25, 2023 had levied a penalty of INR 10,000 on Kotak Mahindra Bank, Baddi Branch for deficiencies observed during incognito visit of Senior RBI Official to the branch on September 04, 2023	0.10	Reserve Bank of India	India

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January 11, 2024	Reserve Bank of India (RBI) vide its mail dated January 11, 2024 had levied a penalty of INR 30,000 on Kotak Mahindra Bank, Sector 9C, Chandigarh Branch for the following deficiencies observed during incognito visit of Senior RBI Official to the branch on December 21, 2023:  The branch was not providing the exchange facilities for the soiled notes to the public as per extant RBI instructions.  The bank branch attached to the respective Currency Chest had not displayed a board indicating the availability of note and coin exchange facility with the legend "Soiled/ mutilated Notes and Coins are accepted and exchanged here" for information of general public.  Cash Teller was not aware of the Note Refund Rules.	0.30	Reserve Bank of India	India
March 01, 2024	Reserve Bank of India (RBI) vide its mail dated March 01, 2024 had levied a penalty of INR 10,000 on Kotak Mahindra Bank, Sonbhadra Branch for the following deficiency observed during incognito visit of Senior RBI Official to the branch on December 14, 2023:  The branch was not providing the exchange facilities for the mutilated notes to the public as per extant RBI instructions.	0.10	Reserve Bank of India	India
May 21, 2024	Reserve Bank of India (RBI) vide its mail dated May 21, 2024, has levied a penalty of INR 5,000 on the Bank during incognito visit on December 22, 2023, for not explaining properly the methods of deriving the value of soiled notes with the help of note scale.	0.05	Reserve Bank of India	India
June 04, 2024	Reserve Bank of India (RBI) vide its letter dated June 04, 2024 has levied a penalty of INR 10,000 on Kotak Mahindra Bank, Jalgaon Branch for not providing the exchange facility for the soiled notes to the general public, apart	0.10	Reserve Bank of India	India



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	from providing the said facility to the account holders.			
July 05, 2024	RBI vide its letter dated July 05, 2024 has levied a penalty of INR 10,000 on Aligarh Branch during incognito visit on May 27, 2024, for not extending the exchange of mutilated notes facilities.	0.10	Reserve Bank of India	India
July 05, 2024, July 25, 2024, July 30, 2024	The Bank has internal process wherein the branch officials are require to exchange the mutilated notes with public (i.e. account holders as well as non-account holders). During incognito visits undertaken by RBI at 4 branches, the cashier denied the RBI official's request for exchanging mutilated notes. In this regard, RBI imposed a fine of ₹ 10,000 for each instance i.e. total of ₹ 40,000 during July 05, 2024, July 25, 2024, July 30, 2024.	0.40	Reserve Bank of India	India

The above details does not include penalties levied by RBI on currency chest and cash out instances observed at ATM as these are operational in nature

Kotak Mahindra Bank has, on April 24, 2024, received an order dated April 24, 2024 from the Reserve Bank of India directing the Bank to cease and desist, with immediate effect from (i) onboarding new customers through the Bank's online and mobile banking channels and (ii) issuing fresh credit cards. The order was based, *inter alia*, on the deficiencies observed by the RBI in their IT Examination of the Bank. These directions shall be reviewed by RBI upon satisfactory remediation of the observations

(ix) **Details of default and non-payment of statutory dues for the preceding three financial years and current financial year:**

None

(x) **Details of pending litigation involving the Issuer, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the Issuer, which may affect the Issue or the investor's decision to invest / continue to invest in the Debentures:**

None

(xi) **Details of acts of material frauds committed against the issuer in the preceding three financial years and current financial year, if any, and if so, the action taken by the Issuer.**

None

(xii) **Details of pending proceedings initiated against the Issuer for economic offences, if any:**

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None

- (xiii) **Related party transactions entered during the preceding three financial years and current financial year with regard to loans made or, guarantees given or securities provided.**

Please refer to Note 1 of Annexure VII of this General Information Document

- (xiv) **The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given its consent for appointment along with the copy of the consent letter from the debenture trustee.**

The Debenture Trustee of the Issue is IDBI Trusteeship Services Limited. IDBI Trusteeship Services Limited has given its written consent for its appointment as debenture trustee to the Issue and inclusion of its name in the form and context in which it appears in the Disclosure Documents and in all the subsequent periodical communications sent to the Debenture Holders. The consent letter from Debenture Trustee in relation to Debentures 1 and Debentures 2 are provided in Annexure I of this General Information Document. For any Debentures other than Debentures 1 and Debentures 2 which shall be issued under this General Information Document, the consent letter(s) for the Debenture Trustee appointed for such Debentures shall be annexed to the relevant Key Information Document.

- (xv) **If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.**

Not Applicable

- (xvi) **In order to allow investors to better assess the Issue, the following additional disclosures shall be made by the Issuer in the issue documents:**

- (a) **A portfolio summary with regards to industries/ sectors to which borrowings have been granted by NBFCs.**

Please refer Part B of Section I – Asset Liability Management Disclosures for NBFCs of this General Information Document

- (b) **Quantum and percentage of secured vis-à-vis unsecured borrowings granted by NBFCs.**

Please refer Part B of Section I – Asset Liability Management Disclosures for NBFCs of this General Information Document

- (c) **Any change in promoters' holdings in NBFCs during the preceding financial year beyond the threshold specified by the Reserve Bank of India from time to time.**

Please refer Part D of Section I – Asset Liability Management Disclosures for NBFCs of this General Information Document

- (xvii) **Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts for the issue of the Debentures.**

- (a) Directors – Please refer Board Resolution as per Annexure VIII of this General Information Document  
(b) Auditors – As per approval dated 16<sup>th</sup> October 2024  
(c) Bankers to Issue- N.A  
(d) Trustees – Please refer Trustee Consent Letter as per Annexure I of this General Information Document  
(e) Solicitors / Advocates – **N.A.**

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- (f) Legal advisors – **N.A.**
- (g) Lead managers – Not applicable since no lead manager has been appointed for the Issue.
- (h) Registrar to the Issue – As per approval dated 14<sup>th</sup> October 2024
- (i) Lenders – **N.A.**

(xviii) **Additional Disclosures / Reports:**

- (a) **In case the issuer is a Non-Banking Finance Company (NBFC) and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:**

S No.	Name of Borrower (A)	Amount of Advances / exposures to such borrower (Group) (Rs. Crore) (B)	Percentage of Exposure (C) = B / Total Assets Under Management
Not Applicable			

- (b) **If the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or is to be applied directly or indirectly: (i) in the purchase of any business; or (ii) in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith, the company shall become entitled to an interest in either the capital or profits and losses or both, in such business exceeding fifty per cent. thereof, a report made by a chartered accountant (who shall be named in the issue document) upon – A. the profits or losses of the business for each of the three financial years immediately preceding the date of the issue of the issue document; and B. the assets and liabilities of the business as on the latest date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the issue document.**

Not Applicable

- (c) **In purchase or acquisition of any immovable property including indirect acquisition of immovable property for which advances have been paid to third parties, disclosures regarding:**

- (i) the names of vendors: Not Applicable
- (ii) addresses of vendors: Not Applicable
- (iii) descriptions of vendors: Not Applicable
- (iv) occupations of the vendors: Not Applicable]
- (v) the amount paid or payable in cash, to the vendor and where there is more than one vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill: Not Applicable
- (vi) the nature of the title or interest in such property proposed to be acquired by the company: Not Applicable
- (vii) the particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property or any person who is or was at the time of the transaction, a promoter or a director or proposed director of the company, had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction: Not Applicable

Provided that the disclosures specified in sub-clauses (i) to (vii) above, if applicable, shall be provided for the top five vendors on the basis of value viz. sale consideration payable to the vendors.

Provided further that for the remaining vendors, such details may be provided on an aggregated basis in this General Information Document, specifying number of vendors from whom it is being acquired and the aggregate value being paid; and the detailed disclosures as specified in sub-clauses (i) to (vii) above may be provided by way of static QR code and web link. If the Company provides the said details in the form of a static QR code and web link, the same shall be provided to the Debenture Trustee as well and kept available for inspection as specified in clause (g) of paragraph 3.3.41 of Schedule I under the Securities and Exchange Board of India (Issue and Listing of Non-Convertible

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Securities) Regulations, 2021. A checklist item in the 'Security and Covenant Monitoring System' shall also be included for providing the detailed disclosures, as specified in sub-clauses (i) to (vii) above, to the Debenture Trustee and confirmation of the same by the Debenture Trustee

- (d) **If: (i) the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or are to be applied directly or indirectly and in any manner resulting in the acquisition by the company of shares in any other body corporate; and (ii) by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate shall become a subsidiary of the company, a report shall be made by a Chartered Accountant (who shall be named in the issue document) upon – A. the profits or losses of the other body corporate for each of the three financial years immediately preceding the issue of the issue document; and B. the assets and liabilities of the other body corporate as on the latest date to which its accounts were made up.**

Not Applicable

- (e) **The broad lending and borrowing policy including summary of the key terms and conditions of the term loans such as re-scheduling, prepayment, penalty, default; and where such lending or borrowing is between the Issuer and its subsidiaries or associates, matters relating to terms and conditions of the term loans including re-scheduling, prepayment, penalty, default:**

The Company's Board of Directors has overall responsibility for the establishment an oversight of the Company's risk management framework. The Board of directors has established the Risk Management Committee. The Risk Management Committee of the Board exercise supervisory powers in connection with risk management in the Company, developing and monitoring risk management policies, monitoring the exposures, reviewing the adequacy of the risk management processes, ensuring compliance with the statutory /regulatory framework of the risk management processes.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The detailed note forms part of the Annual Report of the Company under section Financial Risk Management.

The Company has policy in place for lending as well as borrowings including various operational procedures for implementation of the same.

The Company has duly published the fair practice code on its website.

- (f) **The aggregate number of securities of the Issuer and its subsidiary companies purchased or sold by the promoter group, and by the directors of the Issuer which is a promoter of the Issuer, and by the directors of the Issuer and their relatives, within 6 (six) months immediately preceding the date of filing the Key Information Document with the Registrar of Companies:**

**No of Debentures sold by Kotak Mahindra Bank: NIL**

**No of Debentures purchased by Kotak Mahindra Bank: NIL**

- (g) **The summary of reservations or qualifications or adverse remarks of auditors in the three financial years immediately preceding the year of issue of issue document, and of their impact on the financial statements and financial position of the company, and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remarks.**

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**Nil**

- (h) **The details of: (a) any inquiry, inspections or investigations initiated or conducted under the securities laws or Companies Act, 2013 (18 of 2013) or any previous companies law; (b) prosecutions filed, if any (whether pending or not); and (c) fines imposed or offences compounded, in the three years immediately preceding the year of issue of issue document in the case of the issuer being a company and all of its subsidiaries.**

**Nil**

- (i) **The details of acts of material frauds committed against the issuer in the preceding three financial years and current financial year, if any, and actions taken by the issuer.**

**Nil**

## **SECTION H**

### **DISCLOSURE OF CASH FLOW WITH DATE OF INTEREST/DIVIDEND/ REDEMPTION PAYMENT AS PER DAY COUNT CONVENTION**

- (a) **The day count convention for dates on which the payments in relation to the non-convertible securities which need to be made,.**

Actual/ Actual

- (b) **Procedure and time schedule for allotment and issue of securities.**

The procedure and time schedule for allotment shall be as per the Electronic Book Mechanism Guidelines

- (c) **Cash flows emanating from the non-convertible securities shall be mentioned in the offer document, by way of an illustration.**

Please refer to the Illustration of Cashflows set out in the respective Key Information Document.

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## SECTION I

### ASSET LIABILITY MANAGEMENT DISCLOSURES FOR NBFCs

*[Where the issuer is a Non-Banking Finance Company, the following disclosures on Asset Liability Management have been provided for the latest audited financials (i.e. [March 31<sup>st</sup>, 2024])]*

#### **A. Details with regard to the lending done by the Issuer out of the issue proceeds of earlier issuances of debt securities (whether public issue or private placement):**

Note: Information provided under this section is on a portfolio level basis including with respect to lending done by the Issuer out of the issue proceeds.

(i) Lending policy (containing overview of origination, risk management, monitoring and collections):

The Company's Risk Management policy outlines the approach and mechanisms of risk management in the Company, including identification, reporting and measurement of risk in various activities undertaken by the Company. The general objective of risk management is to support business units by ensuring risks are timely identified and adequately considered in decision-making and are viewed in conjunction with the earnings.

Further, to facilitate better enterprise-wide risk management, a Risk Management Committee (RMC) has been constituted. The RMC meetings are conducted on quarterly basis and is responsible for review of risk management practices covering credit risk, operations risk, liquidity risk, market risk and other risks including capital adequacy with a view to align the same to the risk strategy and risk appetite of the Company. All credit proposals are approved at senior levels as per Board approved authorities including credit committees, due to the nature and complexities of facilities offered. The Company follows stringent monitoring mechanism for the disbursed facilities which results in early detection of potential stress accounts and thus ensuring early action for resolution of such accounts.

The Company adheres to standards of credit risk management and mitigation. The lending proposals are subjected to assessment of promoters; group financial strength and leverage; operational and financial performance track record; client cash flows; valuation of collateral (real estate - considering status of project approvals, market benchmarking and current going rates; corporates – considering capital market trend / cash flows / peer comparison as applicable). The exposures are subjected to regular monitoring of (real estate – project performance, cash flows, security cover; corporates – exposures backed by listed securities, security cover is regularly monitored). The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and for Group of Counterparties and by monitoring exposures in relation to such limits. There are periodic independent reviews and monitoring of operating controls as defined in the company's operating manual.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how the management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee. The Risk Management committee of Board exercises supervisory power in connection with the risk management of the company, monitoring of the exposures, reviewing adequacy of risk management process,

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reviewing internal control systems, ensuring compliance with the statutory/ regulatory framework of the risk management process.

- (ii) Classification of loans/ advances given to associates or entities person relating to board, senior management, promoters, others, etc.:

None

- (iii) Classification of loans into several maturity profile etc as on [March 31<sup>st</sup>, 2024]

Details of type of loans

Sl. No.	Types of loans	Rs. Lacs
1.	Secured	10,34,218.42
2.	Unsecured	1,44,873.52
	Less: Impairment Loss Allowance	-8,678.42
	Total assets under management (AUM)*^	11,70,413.52

LTV

Sl. No.	LTV (at the time of originates)	Percentage of AUM
1.	40-50%	0.05%
2.	50-60%	37.66%
3.	60-70%	27.13%
4.	70-80%	7.11%
5.	80-90%	18.58%
6.	>90%	9.46%
	Total	100.00%

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#### Details of Sectorial Exposure

S. No.	Segment-wise break-up of AUM	Percentage of AUM (%)
1.	Capital market funding – Retail	0.17%
2.	Capital market funding – Wholesale	0.00%
3.	Corporate Structured Product	42.87%
4.	LAS - Promoter Funding	0.00%
5.	Real estate (including builder loans)	56.96%
	Total	100.00%

#### Details of loans outstanding by ticket size:

Sl. No.	Ticket Size (at the time of originates)	Percentage of AUM
1.	Upto Rs. 2 lakh	0.00%
2.	Rs. 5-25 crore	3.96%
3.	Rs. 25-50 lakh	0.00%
4.	Rs. 25-100 crore	36.62%
5.	Rs. 1-5 crore	0.13%
6.	Rs. 10-25 lakh	0.00%
7.	>Rs. 100 crore	59.29%
	Total	100%

#### Top 5 states borrower wise:

Sl. No.	Top 5 states	Percentage of AUM
1.	MAHARASHTRA	30.44%
2.	DELHI	6.62%
3.	WEST BENGAL	6.99%
4.	TELANGANA	9.75%
5.	KARNATAKA	12.05%
	Total	65.85%

(iv) Aggregated exposure to the top 20 borrowers with respect to the concentration of advances, exposures to be



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disclosed in the manner as prescribed by RBI in its stipulations on Corporate Governance for NBFCs or HFCs, from time to time:

Details of top 20 borrowers advances with respect to concentration of advances as on [March 31<sup>st</sup>, 2024]:

Particulars	Rs. (in Lacs)
Total advances to twenty largest borrowers	386,768.85
Percentage of advances to twenty largest borrowers to Total (Gross) Advances to our Company	39%

(v) Details of loans, overdue and classified as non-performing in accordance with RBI stipulations:

Movement of gross NPA, Net NPA and Provision for NPA for the financial year 2023 - 2024

Movement of gross NPA	Rs (in lakhs)
Opening gross NPA	11,857.98
- Additions during the year	357.02
- Reductions during the year	-7,458.45
Closing balance of gross NPA	4,756.55

Movement of Net NPAs

S.No.	Particulars	Amount Rs. (in Lacs)
1.	Opening balance	11,857.98
2.	Additions during the year	357.02
3.	Reductions during the year	7,458.45
	Closing balance	4,756.55

Movement of provisions for NPAs (excluding provisions on standard assets)

S.No.	Particulars	Amount Rs. (in Lacs)
1.	Opening balance	6,305.59
2.	Provisions made during the period	715.96
3.	Write-off/ Write back of excess provisions	(3,773.79)
	Closing balance	3,247.76

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Segment-wise gross NPA as on [March 31<sup>st</sup>, 2024]\*:

S. No.	Segment-wise gross NPA	Gross NPA (%)
1.	Capital Market funding-Retail	100%
2.	Corporate structured product	-
3.	Real estate (Including builder loans)	0.42%
4.	Capital Market funding-Wholesale	-
5.	LAS-Promoter funding	0%

\*Represent Gross NPA to Gross advances in the respective sector

**B. Details of borrowings granted by Issuer:**

- (a) A portfolio summary with regard to industries/ sectors from which borrowings have been made raised/nature of borrowings as on [September 30, 2024]:

Sr. No.	Instrument	Amount (Rs. Crs.)
1	Bank loans	2139.70
2	Commercial Paper	0.00
3	Debt securities	6903.50
4	Inter-corporate deposits	60.00
5	Sub-ordinated liabilities	200
	Total	9303.20

- (b) Quantum and percentage of secured vis-à-vis unsecured borrowings made as on [September 30, 2024]:

Sl. No.	Types of Borrowing	Rs. Crore	Percentage of total Borrowing
1.	Secured borrowing	9,043.20	97.21%

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2.	Unsecured borrowing	260.00	2.79%
	Total borrowing	9303.20	100.00%

**C. NPA exposures of the Issuer for the last three financial years (both gross and net exposures) and provisioning made for the same as per the last audited financial statements of the Issuer:**

Particulars	FY 2023-24	FY 2022-23	FY 2021-22	FY 2020-21
Gross NPA (Rs. Crs.)	4,756.55	118.58	88.71	77.55
Gross NPA %	0.38%	1.21%	1.23%	1.12%
Net NPA (Rs. Crs.)	1,508.79	54.88	38.47	33.69
Net NPA %	0.12%	0.56%	0.54%	0.49%
Provision (Rs. Crs.)	3,247.76	51.05	50.24	43.85

**D. Any change in promoters' holdings during the preceding financial year beyond the threshold, as prescribed by RBI:**

None

**E. Disclosure of Assets Under Management (Segment wise break up and Type of loans):**

Please refer point no A(iii) above

**F. Details of borrowers (Geographical location wise) as on [March 31<sup>st</sup>, 2024]:**

S. No.	Top 14 States / UT	Percentage of AUM
1	MAHARASHTRA	30.44%
2	DELHI	6.62%
3	WEST BENGAL	6.99%
4	TELANGANA	9.75%
5	KARNATAKA	12.05%
6	GUJARAT	5.77%
7	UTTAR PRADESH	7.47%
8	TAMILNADU	8.76%
9	KERALA	1.57%

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10	HARYANA	9.62%
11	RAJASTHAN	0.70%
12	GOA	0.27%
13	Andhra Pradesh	0.00%
	<b>Total</b>	<b>100%</b>

**G. Details of Gross NPA (segment wise):**

Please refer point no A (v) above

**H. Details of Assets and Liabilities (Residual maturity profile wise into several buckets) as on March 31<sup>st</sup>, 2024:**

Residual maturity profile of assets and liabilities:

	Up to 30/31 Days	>1 month – 2 months	>2 months – 3 Months	>3 months – 6 months	>6 months – 1 year	>1 years – 3 years	>3 years – 5 years	>5 years	Total
Deposit	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Advances	6,335.17	14,030.27	14,207.02	97,737.29	1,70,617.42	7,55,131.17	1,01,444.56	3,653.09	11,63,155.99
Investments	199,090.93	744.39	1,777.02	2,621.25	10,235.71	50,916.17	4,790.00	10,410.75	2,80,586.22
Borrowings	36,026.15	14,156.98	62,544.60	1,39,535.76	1,77,131.87	6,05,816.60	1,05,950.79	-	11,41,162.76
Foreign Currency Assets	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Currency Liabilities	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**I. Disclosure of latest ALM statements to stock exchange**

For latest ALM Statement (Structural Liquidity Statement) as on [September 30, 2024] filed with BSE - Please refer Annexure V

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## SECTION J

### GENERAL INFORMATION

**The Issuer shall file the following documents along with the listing application to the stock exchange and with the Debenture Trustee in respect of the issuance of Debentures:**

1. Memorandum and Articles of Association;
2. The Disclosure Documents;
3. Copy of last three years audited Annual Reports;
4. Statement containing particulars of, dates of, and parties to all material contracts and agreements;
5. Copy of the requisite Board / Committee Resolution authorizing the borrowing and list of authorized signatories for the allotment of securities;
6. An undertaking from the Issuer stating that the necessary documents for the Issue, including the Debenture Trust Deed has been executed within the time frame prescribed in the relevant regulations/acts/rules etc and the same would be uploaded on the website of the Stock Exchange, where the Debentures are proposed to be listed;
7. An undertaking that permission / consent from the prior creditor for a second or pari passu charge being created, where applicable, in favor of the trustees to the proposed issue has been obtained;
8. Any other particulars or documents that the recognized stock exchange may call for as it deems fit as per Applicable Law;
9. The Debenture trustee shall submit to the recognized stock exchange:
  - (A) a due diligence certificate, on or prior to issuing the Disclosure Documents, in the applicable format prescribed under Part A of Schedule IV of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, supplemented and modified from time to time; and
  - (B) a due diligence certificate, at the time of filing of the listing application by the Company, in the applicable format prescribed under Part B of Schedule IV of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, supplemented and modified from time to time. The stock exchange shall list the Debentures only upon receipt of such due diligence certificate from the Debenture Trustee.

**The Issuer shall file the following documents along with the listing application to the stock exchange in respect of issuance of the Commercial Papers:**

As per the relevant Key Information Document

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## SECTION K

### OTHER DETAILS

- a. **Creation of a Debenture Redemption Reserve:** As per Section 71 of the 2013 Act, any company that intends to issue debentures must create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures. However, under the Companies (Issuance of Share Capital and Debentures) Rules, 2014, non-banking financial companies are presently exempt from this requirement in respect of privately placed debentures. Pursuant to this exemption, the Company does not intend to create any reserve funds for the redemption of the Debentures.
- b. **Issue/instrument specific regulations:** The Debentures are governed by and will be construed in accordance with the Indian law. The Company, the Debentures and Company's obligations under the Debentures shall, at all times, be subject to the provisions of the Companies Act, rules framed thereunder, regulations/guidelines/directions of RBI (including the Master Direction- Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023) issued on October 19, 2023 and bearing reference Master Direction RBI/DoR/2023-24/106 (as may be further amended from time to time), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India's Master Circular SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI Master Directions (Commercial Paper and Non-Convertible Debentures of original or initial maturity upto one year) dated January 03, 2024 bearing reference number RBI/FMRD/2023-24/109 and Operational Guidelines for Commercial Paper issued by Fixed Income Money Market and Derivatives Association of India (FIMMDA) dated March 31, 2020 and other Applicable Laws and regulations each as may be updated, amended or supplemented from time to time.
- c. **Default in Payment:** Please see **Note 2** of the Summary Term Sheet.
- d. **Delay in Listing:** Please see the '**Listing**' section in the Summary Term Sheet below
- e. **Delay in allotment of securities:** Please see **Note 2** of the Summary Term Sheet below.
- f. **Issue details:** Please refer to the Summary Term Sheet
- g. **Application Process:** As set out above in Section A of this General Information Document
- h. **Disclosure Prescribed Under Pas-4 of Companies (Prospectus and Allotment of Securities), Rules, 2014:** Please refer to Annexure VII
- i. **Project details (gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project):**  
Not Applicable
- j. **Material Contracts involving Financial Obligation:** The contracts referred to below (not being contracts entered into the ordinary course of business carried on by the Company) which are or may be deemed material have been entered into by the Company. Copies of these contracts together with the copies of these documents referred to below may be inspected at the Corporate Office of the Company between 10:00 am and 12:00 noon on any working day of the Company.

By the very nature of its business, the Company is involved in a large number of transactions involving

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financial obligations and therefore it may not be possible to furnish details of all material contracts / agreements / documents involving financial obligations of the Company. However, the contracts / agreements / documents listed below which are or may be deemed to be material (not being contracts entered into in the ordinary course of the business carried on by the Issuer), have been entered into / executed by the Company:

#### **A. Documents material to the Issue**

##### **A1. Documents material to the issuance of Debentures 1 under Debenture Trust Deed 1:**

1. Memorandum and Articles of Association of the Company as amended from time to time;
2. Certificate of Incorporation of the Issuer;
3. Certificate of Registration issued by RBI.
4. Resolution of the Board of Directors passed at its meeting held on June 20, 2019 approving, inter-alia, the issue of the Debentures aggregating up to Rs. 13000 crores (Rupees Thirteen Thousand Crore Only);
5. Resolution passed by the shareholders of the Company at the Annual General Meeting held on July 11, 2019 authorizing the Board of Directors to borrow, for the purpose of the Company, upon such terms and conditions as the Board may think fit for amounts up to Rs 13,000 crore (Rupees Thirteen Thousand Crore) under Section 180(1)(c);
6. Resolution passed by the shareholders of the Company at the Extra Ordinary-General Meeting held on 23<sup>rd</sup> July, 2019 authorizing the Board of Directors to offer, issue and allot the Debentures;
7. Credit Rating Letter dated 11th October 2024 and Rating Rationale dated 11th March 2024 from CRISIL Ratings Limited and Credit Rating Letter dated 04th October 2024 and Rating Rationale dated 23rd March 2024 from ICRA Limited, assigning the credit rating to the Debentures;
8. Tripartite agreement between the Company, Link Intime India Private Limited (Registrar & Transfer Agent) and NSDL
9. Tripartite agreement between the Company, Link Intime India Private Limited (Registrar & Transfer Agent) and CDSL;
10. Consent letter issued by IDBI Trusteeship Services Limited dated September 24, 2019 providing their consent for acting as the Debenture Trustee to the Issue and inclusion of its name in the form and context in which it appears in this General Information Document;
11. In-principle approval for listing of the Debentures;
12. Debenture Trust Deed 1 executed by and between the Company and IDBI Trusteeship Services Ltd. dated October 3, 2019 as amended by the amendment deeds dated February 9, 2021, September 1, 2021 and September 26, 2023;
13. Unattested Deed of Hypothecation executed by and between the Company and IDBI Trusteeship Services Ltd. dated October 3, 2019;
14. Debenture Trustee Agreement executed by and between the Company and IDBI Trusteeship Services Ltd. dated October 3, 2019;
15. This General Information Document and the relevant Key Information Document;
16. The Private Placement Offer Cum Application Letter.

##### **A2. Documents material to the issuance of Debentures 2 under Debenture Trust Deed 2:**

1. Memorandum and Articles of Association of the Company as amended from time to time;
2. Certificate of Incorporation of the Issuer;
3. Certificate of Registration issued by RBI.
4. Resolution of the Board of Directors passed at its meeting held on May 23, 2022, approving, *inter-alia*, the issue of the Debentures aggregating up to Rs. 6500,00,00,000/- (Rupees Six Thousand Five Hundred Crores only);
5. Resolution passed by the shareholders of the Company at the Annual -Ordinary General Meeting held on August 08<sup>th</sup>, 2022 authorising the Board of Directors to borrow, for the purpose of the Company, upon such terms and conditions as the Board may think fit for amounts up to Rs.6500- crore (Rupees Six Thousand Crore Only) under Section 180(1)(c) and creation of charge on the assets of the Company under Section 180(a) of the Companies Act, 2013;
6. Resolution passed by the shareholders of the Company at the Annual General Meeting held on August 8, 2022 authorising the Board of Directors to offer, issue and allot the Debentures;

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7. Credit Rating Letter dated 11th October 2024 and Rating Rationale dated 11th March 2024 from CRISIL Ratings Limited and Credit Rating Letter dated 04th October 2024 and Rating Rationale dated 23rd March 2024 from ICRA Limited, assigning the credit rating to the Debentures;
8. Tripartite agreement between the Company, Link Intime India Private Limited (Registrar & Transfer Agent) and NSDL;
9. Tripartite agreement between the Company, Link Intime India Private Limited (Registrar & Transfer Agent) and CDSL;
10. Consent letter issued by IDBI Trusteeship Services Limited dated September 12, 2022 providing their consent for acting as the Debenture Trustee to the Issue and inclusion of its name in the form and context in which it appears in this Placement Memorandum;
11. In-principle approval for listing of the Debentures;
12. Debenture Trust Deed 2 executed by and between the Company and IDBI Trusteeship Services Ltd. dated November 18, 2022 as amended by the amendment deed dated September 26, 2023;
13. Deed of Hypothecation executed by and between the Company and IDBI Trusteeship Services Ltd. dated November 18, 2022;
14. Debenture Trustee Agreement executed by and between the Company and IDBI Trusteeship Services Ltd. dated November 18, 2022;
15. This General Information Document and the relevant Key Information Document;
16. The Private Placement Offer Cum Application Letter.

**A3. Documents material to the issuance of Debentures (for Debentures other than the Debentures 1 to be issued under Debenture Trust Deed 1 and Debentures 2 to be issued under Debenture Trust Deed 2):**

As per the relevant Key Information Document.

**B Material Contracts**

License agreement with Kotak Mahindra Bank Limited dated March 31, 2021 for right to use Kotak Mahindra Bank Limited's licensed trademarks.

Certified true copy of the aforementioned documents shall be available for inspection at the Corporate Office of the Company until the date of closure of the Issue.

- k. Material Development:** Save as stated elsewhere in this General Information Document, since the date of last published audited statement, no material developments have taken place that will materially affect the performance of the prospects of the Company. There are no material events/ developments at the time of issuance of this document which may affect this issue or the investor decision to invest/continue to invest in the debt securities.
- l. Servicing behaviour of the Existing Debts:** The Company is discharging all its liabilities in time and would continue doing so in future as well. The Company has been paying regular interest and principal amount on redemption.
- m. Consent from the Existing Lenders:** The Company has obtained consent from the existing charge holders, wherever applicable for the creation of charge on the Security in favor of Debenture Trustee.



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## SECTION L

### OTHER TERMS PERTAINING TO THE ISSUE OF DEBENTURES

#### Right to Accept or Reject Applications

The Company is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason thereof. Application Forms that are not complete in all respects may be rejected at the sole and absolute discretion of the Company. Any application, which has been rejected, would be intimated by the Company along with the refund warrant.

#### Fictitious Applications

Any person who (i) makes in a fictitious name, an application to the Company for acquiring, or subscribing for any Debentures therein, or (ii) otherwise induces the Company to allot or register any transferor of Debentures therein to him or any other person in a fictitious name, shall be punishable under the extant laws. Fictitious applications will be rejected. Attention of applicants is specially drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013.

#### Nature

The Debentures are to be issued in the form of taxable secured redeemable non-convertible debentures.

#### Form

The Company has made provisions with National Securities Depository Limited (NSDL) and Central Depository Services Ltd (CDSL) to issue the Debentures in dematerialised form to all successful applicants. All provisions relating to issue, allotment, transfer, transmission, etc. in respect of dematerialisation and rematerialisation of the Debentures will be as prescribed under the Depositories Act, 1996 and the rules by NSDL and CDSL would be applicable to these Debentures.

#### Allotment

The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 (Two) working days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment.

#### Allotment Intimation

The Company has made depository arrangements with NSDL and CDSL for the issue of these Debentures in dematerialised form. The investors shall hold these Debentures in the dematerialised form and will be governed as per the provisions of the Depositories Act, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by NSDL and CDSL (as applicable) from time to time and other Applicable Laws and rules notified in respect thereof.

Investors should mention their NSDL and CDSL Depository Participant's name, DP-ID and Beneficiary Account Number at the appropriate place in the Application Form. The Company shall take reasonable steps to credit the beneficiary account of the allottee(s), with the NSDL and CDSL Depository Participant as mentioned in the Application Form, with the number of Debentures allotted. The applicant is responsible for the correctness of its details given in the Application Form vis-à-vis those with its DP. In case the information is incorrect or insufficient, the Company would not be liable for losses, if any.

#### Transferability/ Mode of Transfer

The Debentures issued will be freely transferable and transmittable. However, it is clarified that no investor shall be entitled to transfer the Debentures to a person who is not entitled to subscribe to the Debentures. The Debentures shall be transferred subject to and in accordance with the applicable provisions of the Act and the rules/ procedures as prescribed by the

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NSDL and CDSL and Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, amounts due will be paid/redemption will be made to the person, whose name appears in the register of Debenture Holders maintained by the R&T Agent as on the Record Date, under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in dematerialised form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

### **Undertaking to Use a Common Form of Transfer**

The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing detail of the buyer's DP account to his depository participant. The issuer undertakes that there will be common transfer form/ procedure for transfer of Debentures. The seller shall be responsible for payment of stamp duty in transfer of securities in accordance with applicable law.

### **Coupon Payments**

(a) **Coupon rate:** The details as to Coupon Rate/ interest for each Tranche/Series shall be specified in the relevant Key Information Document issued in respect of such Tranche/Series. Any Coupon/ interest payable on the Debentures may be subject to deduction at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, for which a certificate will be issued by the Company.

(b) **Computation of Coupon:** Coupon for each of the interest periods shall accrue on an actual / actual basis on the Face Value of the Debenture and as specified in the relevant Key Information Document issued in respect of such Tranche/Series of Debentures at the applicable Coupon Rate.

(c) **Payment of Coupon:** Payment of Coupon on the Debentures will be made to those of the Debenture Holder(s) whose name(s) appear in the register of Debenture Holder(s) (or to the first holder in case of joint holders) as on the Record Date fixed by the Company for this purpose and/or as per the list provided by the Depository to the Company of the beneficiaries who hold Debentures in dematerialized form on such Record Date, and are eligible to receive Coupon. Payment will be made by the Company to the investors by way of direct credit through Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT) and where such facilities are not available the Company shall make payment of all such amounts by way of cheque(s)/demand draft(s)/interest warrant(s), which will be dispatched to the debenture holder(s) by registered post/ speed post/ courier or hand delivery on or before the Interest Payment Dates as specified in the Key Information Document.

### **Payment on Redemption**

The repayment/redemption of the Debentures shall be made on the Redemption Date in the manner specified in the Key Information Document for the relevant Series/Tranche of the Debentures.

Notwithstanding anything contained in the paragraph above, the Debentures may also be redeemed on an early redemption date by the Company if so specified in the Key Information Document for the relevant respective series/tranche of the Debentures or as may be agreed upon mutually between the Company and the relevant Debenture Holder(s).

The Debentures shall be taken as discharged on payment of the redemption amount by the Issuer on the Redemption Date to the Debenture Holder(s) whose names appear on the list of beneficial owners given by the Depository to the Issuer as on the

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Record Date and registered Debenture Holder(s) whose name appears in the Register of Debenture Holder(s) on the Record Date. On such payment being made, the Issuer will inform NSDL and CDSL and accordingly the account of the Debenture Holder(s) with NSDL and CDSL will be adjusted.

Unless previously redeemed or purchased and cancelled as specified below, the Debentures of each Tranche/Series shall be redeemed at such price, at the expiry of the tenor and/or at the exercise of put/call option, if any, as mentioned in the respective Key Information Document.

The Company shall compute the redemption proceeds to be paid to the Debenture Holder(s) of each Tranche/Series based on the respective Key Information Document. The Company's liability to the Debenture Holders of any Tranche/Series in respect of all their rights including for payment or otherwise shall cease and stand extinguished after maturity of that Tranche/Series, in all events save and except for the Debenture Holder's right of redemption. Further, the Issuer will not be liable to pay any interest or compensation from dates of redemption in respect of the Debentures of any Tranche/Series. Upon dispatching the payment instrument towards payment of the redemption amount in respect of the Debentures of any Tranche/Series, the liability of the Company in respect of such Tranche/Series shall stand extinguished.

### **Tax Deduction at Source (TDS)**

Tax as applicable under the Income Tax Act, 1961 or under any other statutory modification or re-enactment thereof will be deducted at source on coupon payment and on Final Redemption/Early Redemption as the case may be. Requisite certificate for tax deducted at source, as contemplated and/or required under the provisions of the Income Tax Act, 1961 from time to time, will be issued to the registered holders of the Debentures as per records on the Record Date/Early Redemption Date as applicable. Tax exemption certificate/document (in duplicate), if any must be lodged at the office of the Company or the designated office of the Company prior to the Record date/Early Redemption Date, as applicable.

### **Effect of Holidays**

Should the date of payment of any Coupon which is due in respect of the Debentures fall on a day other than a 'Business Day' the immediately succeeding Business Day shall be considered as the effective date(s) for that payment.

In the event that the date of payment of the redemption amounts in respect of the Debentures fall on a day other than a 'Business Day', the immediately preceding Business Day shall be considered as the effective date for that payment.

It is hereby clarified that any payments for Tranches/Series of Debentures listed on BSE shall also be subject to the day count convention as per the SEBI Debt Listing Regulations.

### **Succession**

In the event of the demise of the sole/first holder of the Debentures or the last survivor, in case of joint holders for the time being, the Issuer shall recognize the executor or administrator of the deceased Debenture Holder, or the holder of succession certificate or other legal representative as having title to the Debentures. The Issuer shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate, wherever it is necessary, or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Issuer may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the deceased Debenture Holder on production of sufficient documentary proof or indemnity.

### **Rights of Debenture Holder(s)**

The rights of each Debenture Holder under or in connection with the Debenture Trust Deed shall be separate and independent

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rights; provided however that if such rights pertain to the enforcement of the Security, the same can only be exercised through the Debenture Trustee, in accordance with the terms of the Debenture Trust Deed.

Provided that the determination by Super Majority or Majority Debenture Holders, if relating to a Series or Tranche shall be binding on all the Debenture Holders in terms hereof or Debenture Holders of the relative Series/Tranche and no individual Debenture Holder shall act in any manner inconsistent with such determined action.

The Debenture Holder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Act. The Debentures shall not confer upon the Debenture Holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Issuer. The Debentures and the rights of the Debenture Holders shall be subject to the provisions of the terms of the Transaction Documents.

### **Record Date**

The record date for the purposes of payment of interest and principal amounts will be 15 (Fifteen) days (both dates excluding) prior to each interest payment date or principal repayment date.

### **Mode of Transfer/Transmission of Debentures**

The Debentures shall be transferable freely; however, it is clarified that no investor shall be entitled to transfer the Debentures to a person who is not entitled to subscribe to the Debentures. The Debenture(s) shall be transferred and/or transmitted in accordance with the applicable provisions of the Act and the applicable law. The Debentures held in dematerialized form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL and CDSL and the relevant DPs of the transferor or transferee and the Applicable Laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, amounts due will be paid/redemption will be made to the person, whose name appears in the register of Debenture Holders maintained by the R&T Agent as on the Record Date, under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in dematerialised form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

### **Sharing of Information**

The Issuer may, at its option, but subject to applicable laws, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, credit information companies, agencies, statutory bodies, as may be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information

### **ISINs**

- A) So long as the terms and conditions of the existing securities of the Company (under the respective issues) in the International Securities Identification Number (ISIN) are not revised (i) otherwise than as may be required/permitted by regulations; and (ii) such that such revision results in breach of or violation of the regulations from time to time, subject to Applicable Laws, the Company 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 under such 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 by the Company 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

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holder. The said redemption / buyback may be done either by pro rata basis or by lot or by any other manner whatsoever as the Company may deem fit. By signing the application form and making an application to subscribe to the securities to be issued by the Company, all subscribers of the securities in the 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.

### Future borrowings

- (a) The Debenture Trustee and the Company hereby agree, acknowledge and confirm that the Security to be created pursuant to the Debenture Trust Deed is first and pari-passu. The Company shall, with the consent of the Debenture Trustee, be entitled to create further exclusive/non-exclusive, first/second pari-passu or subservient charge or other encumbrance on the Hypothecated Assets in favour of other lenders/ debenture holders/ other instrument holders/ trustees/ any other Person, as and by way of security for any further Financial Indebtedness (including in the form of debentures) incurred by the Company or any of its affiliates (including borrowings raised by issue of any other debentures). It is clarified that the Debenture Trustee shall not be required to obtain any prior consent of the Debenture Holders for creation of further charge under this paragraph and the terms of the Debenture Trust Deed and the Debenture Trustee shall not withhold its consent so long as:
- (i) the Security Cover Ratio is maintained at or above the Minimum Security Cover as per the confirmation provided by the independent chartered accountant in accordance with the Debenture Trust Deed with respect to the immediately preceding Security Cover Testing Date;
  - (ii) no Event of Default has occurred and is continuing; and
  - (iii) the Company is in compliance with the SEBI Debt Listing Regulations.
- (b) In the event the Company exercises at any times or times the right hereby given to create a further charge or encumbrance in accordance with this paragraph and the terms of the Debenture Trust Deed, the Company shall be entitled to call upon the Debenture Trustee to join with the Company in executing such documents / writings as may be required or deemed necessary by the Company. Further, notwithstanding anything to the contrary contained in this Deed, so long as the conditions under paragraphs (a)(i) to (a)(iii) are met, the Company shall have all the rights to deal with the Security in the normal course of business including, *inter alia*, the right to securitize the Movable Properties (as defined in the Deed of Hypothecation), including by way of direct assignment.

### Modification of Rights

Any modifications to the terms of the Transaction Documents shall be made only upon the concurrence of the Company and the Debenture Trustee, and in writing. The Debenture Trustee shall not be required to seek the consent of the Debenture Holders in making any modifications to the Transaction Documents, unless expressly required under the terms of the Transaction Documents.

### Nominee Director

Without prejudice to its other rights under the Transaction Documents, the Debenture Trustee shall have a right to appoint a nominee director on the Board of Directors of the Company (hereinafter referred to as the "**Nominee Director**") in the event of:

- a. two consecutive defaults in payment of interest to the Debenture Holders; or
- b. default in creation of Security for the Debentures; or
- c. default in redemption of the Debentures.

The Nominee Director so appointed shall not be liable to retire by rotation nor shall be required to hold any qualification shares. The Company shall appoint the person nominated by the Debenture Trustee in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a nominee director on its Board of

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Directors at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee or within the timelines as may be prescribed by SEBI from time to time.

## KYC Compliance

The Company and/or EBP may be required to obtain KYC documentation from investors as per Applicable Law. Investors shall be required to provide such documentation to the Company and EBP as and when requested by the Company and/or EBP as provided in the Disclosure Documents

## Debenture Trust Deed

The Debentures to be issued under the terms of this General Information Document, which Debentures are to be issued under the terms of the Debenture Trust Deed 1 shall be governed by the terms of the Debenture Trust Deed 1. A copy of the Debenture Trust Deed 1 is available with the Debenture Trustee at its office in Mumbai. Provided however that, the Company shall ensure that aggregate principal amount of such Debentures which are to be issued under the terms of the Debenture Trust Deed 1 and non-convertible debt securities which have already been issued under the terms of the Debenture Trust Deed 1, shall not at any time exceed the Overall Limit (as defined under Debenture Trust Deed 1) being Rs. 6500,00,00,000/- (Rupees Six Thousand Five Hundred Crores) being the total limit set out under the terms of the Debenture Trust Deed 1. It is hereby further clarified that any Security created to secure any or all such Debentures to be issued / issued under the Debenture Trust Deed 1 shall not in any manner extend to or secure any Debentures to be issued under the terms of the Debenture Trust Deed 2 and/or any Debentures to be issued under the terms of debenture trust deed executed / to be executed by and between the Company and the Debenture Trustee. It is hereby further clarified that the aggregate principal amount of Debentures 1 to be issued under the terms of Debenture Trust Deed 1 and which form a part of the Debentures to be issued under this General Information Document, shall not at any time exceed Rs.1,533,20,00,000 /- (Rupees One Thousand Five Hundred and Thirty Three Crores and Twenty Lakhs only).

The Debentures to be issued under the terms of this General Information Document, which Debentures are to be issued under the terms of the Debenture Trust Deed 2, shall be governed by the terms of the Debenture Trust Deed 2. A copy of the Debenture Trust Deed 2 is available with the Debenture Trustee at its office in Mumbai. Provided however that, the Company shall ensure that aggregate principal amount of such Debentures which are to be issued under the terms of the Debenture Trust Deed 2 and non-convertible debt securities which have already been issued under the terms of the Debenture Trust Deed 2, shall not at any time exceed the Overall Limit (as defined under Debenture Trust Deed 2) being Rs. 6,500,00,00,000/- (Rupees Six Thousand Five Hundred Crores Only) being the total limit set out under the terms of the Debenture Trust Deed 2. It is hereby further clarified that any Security created to secure any or all such Debentures to be issued under the Debenture Trust Deed 2 shall not in any manner extend to or secure any Debentures to be issued / issued under the terms of the Debenture Trust Deed 1 and/or any Debentures to be issued under the terms of debenture trust deed executed / to be executed by and between the Company and the Debenture Trustee. It is hereby further clarified that the aggregate principal amount of Debentures 2 to be issued under the terms of Debenture Trust Deed 2 and which form a part of the Debentures to be issued under this General Information Document, shall not at any time exceed Rs. 621,70,00,000/- (Rupees Six Hundred and Twenty One Crores and Seventy Lakhs only).

The Debentures to be issued under the terms of this General Information Document, which Debentures are to be issued under the terms of any Debenture Trust Deed other than the Debenture Trust Deed 1 and the Debenture Trust Deed 2, shall be governed by the terms of such Debenture Trust Deed (other than Debenture Trust Deed 1 and Debenture Trust Deed 2), the details of which shall be more particularly set out in the Key Information Document issued for each Tranche / Series of such Debentures. Copies of such Debenture Trust Deed(s) along with the relevant amendment deeds (if any) shall be available with the Debenture Trustee at its office in Mumbai. Provided, however, that, the Company shall ensure that aggregate principal amount of such Debentures which are to be issued under the terms of any Debenture Trust Deed other than the Debenture Trust Deed 1 and Debenture Trust Deed 2, shall not at any time exceed the total limit (if any) set out under the terms of such Debenture Trust Deed. It is hereby further clarified that any Security created to secure any or all such Debentures to be issued under any Debenture Trust Deed other than the Debenture Trust Deed 1 and Debenture Trust Deed 2 shall not in any manner extend to or secure any Debentures 1 to be issued / issued under the terms of the Debenture Trust Deed 1 and Debentures 2 to be issued under the terms of the Debenture Trust Deed 2.

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## **Refund**

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (Seven) Business Days from the Deemed Date of Allotment of the Debentures.

In case the Issuer has received money from the applicants for Debentures in excess of the aggregate of the application money relating to the Debentures in respect of which allotments have been made, the Registrar and Transfer Agent shall upon receiving instructions in relation to the same from the Issuer repay the monies to the extent of such excess, if any.

## **Loss of Interest Cheques/Refund Cheques**

Loss of interest cheques/refund cheques should be intimated to the Company along with request for duplicate issue. The issue of duplicates in this regard shall be governed by applicable law and any other conditions as may be prescribed by the Company.

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## SECTION M

### SUMMARY TERM SHEET

The following is a summary of the terms of the Issue to the extent that they are applicable to each Tranche/Series of Debentures. Since the terms for each Tranche/Series may be different, the specific terms of each Tranche/Series of Debentures to be issued under the Issue shall be specified in the relevant Key Information Document to be issued in respect of that Tranche/Series, which Key Information Document will also be filed with BSE.

Security Name (Name of the non-convertible securities which includes (Coupon/dividend, Issuer Name and maturity year) e.g.	As per the relevant Key Information Document
Issuer	Kotak Mahindra Investments Limited
Type of Instrument	Secured, Rated, Listed, Redeemable, Non-convertible Debentures.
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private placement
Eligible Investors	Please refer paragraph " <b>Who can apply</b> " of this General Information Document
Listing	<p>The Debentures are proposed to be listed on the Wholesale Debt Market (WDM) Segment of the BSE Ltd within such timelines as maybe prescribed under Applicable Law.</p> <p>In accordance with the SEBI Debt Listing Regulations, in case of a delay by the Company in listing the Debentures beyond such timelines as maybe prescribed under Applicable Law, the Company shall make payment to the Debenture Holders of 1% (One Percent) per annum over the Coupon for the period of delay till the listing of the Debentures to the Debenture Holder. Listing will be done on T+3 of closure date.</p>
Rating of the Instrument	The respective Key Information Document shall contain the details of credit rating (single or dual) under which the respective Tranche/Series of Debentures are being issued.
Issue Size	The Issue shall comprise of one or more Tranches/ Series of Debentures and the issue size for each Tranche / Series of Debentures shall be set out in the Key Information Document issued for such Tranche / Series of Debentures.
Minimum Subscription	As per the relevant Key Information Document
Option to retain oversubscription (Amount)	As per the relevant Key Information Document
Objects of the Issue/ Purpose for which there is requirement of funds The Issuer shall provide granular disclosures in their placement memorandum, with regards to the "Object of the Issue" including the percentage of the issue proceeds earmarked for each of the "object of the issue".	As per the relevant Key Information Document



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In case the Issuer is a NBFC and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:	As per the relevant Key Information Document
Coupon Rate	As per the relevant Key Information Document
Step Up/Step Down Coupon Rate	As per the relevant Key Information Document
Coupon Payment Frequency	As per the relevant Key Information Document
Coupon Payment Dates	As per the relevant Key Information Document
Coupon Type	As per the relevant Key Information Document
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.).	As per the relevant Key Information Document
Day Count Basis	Actual/ Actual
Interest on Application Money	The Company shall be liable to pay the Debenture Holder(s) interest on application money as more particularly specified in the relevant Key Information Document for each Series/ Tranche.
Default Interest Rate	<p>In case of default in payment of Coupon and/ or redemption of the principal amount of the Debentures on the respective due dates, additional interest of at least 2% (Two Percent) per annum over and above the Coupon Rate shall be payable by the Company for the defaulting period until the defaulted amount together with the delay penalty is paid.</p> <p>Where the Company fails to execute the Debenture Trust Deed within the period specified by SEBI, then without prejudice to any liability arising on account of violation of the provisions of the Securities and Exchange Board of India Act, 1992 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Company shall also pay interest of at least 2% (Two Percent) per annum or such other rate, as specified by SEBI to the Debenture Holders, over and above the Coupon Rate, till the execution of the Trust Deed.</p>
Tenor	As per the relevant Key Information Document
Redemption Date	As per the relevant Key Information Document
Redemption Amount	As per the relevant Key Information Document
Redemption Premium/ Discount	As per the relevant Key Information Document
Issue Price	As per the relevant Key Information Document
Discount at which security is issued and the effective yield as a result of such discount.	As per the relevant Key Information Document
Premium / Discount at which security is redeemed and the effective yield as a result of such premium / discount	As per the relevant Key Information Document
Put Option Date	As per the relevant Key Information Document
Put Option Price	As per the relevant Key Information Document

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Call Option Date	As per the relevant Key Information Document
Call Option Price	As per the relevant Key Information Document
Put Notification Time	As per the relevant Key Information Document
Call Notification Time	As per the relevant Key Information Document
Rollover Option	As per the relevant Key Information Document
Face Value	As per the relevant Key Information Document
Minimum Application and in multiples of Debt securities thereafter	As per the relevant Key Information Document
Issue Timing	As per the relevant Key Information Document
Issue/ Bid Opening Date	As per the relevant Key Information Document
Issue/ Bid Closing Date	As per the relevant Key Information Document
Date of earliest closing of the issue, if any.	As per the relevant Key Information Document
Pay-in Date	As per the relevant Key Information Document
Deemed Date of Allotment	As per the relevant Key Information Document  The Deemed Date of Allotment for each Tranche/Series will be mentioned in the respective Key Information Document issued in respect of such Tranche/Series. All benefits relating to the Debentures will be available to the investors from the respective Deemed Date(s) of Allotment. The actual allotment of Debentures may take place on a date other than the Deemed Date of Allotment. The Company reserves the right to keep multiple allotment date(s)/ deemed date(s) of allotment at its sole and absolute discretion without any notice. The Deemed Date of Allotment may be changed (advanced/ postponed) by the Company at its sole and absolute discretion.
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	The pay-in of subscription monies for the Debentures shall be made by way of transfer of funds from the bank account(s) of the eligible investors (whose bids have been accepted) as registered with the EBP into the account of the relevant Clearing Corporation, in accordance with the procedure and timelines prescribed in the Electronic Book Mechanism Guidelines and the Operational Guidelines of the EBP.  For amounts payable by the Issuer to any Debenture Holder pursuant to the terms of the Transaction Documents, Cheque(s)/ Demand Drafts (DDs) / electronic clearing services (ECS)/credit through RTGS / NEFT system/funds transfer to the specified bank account of the Debenture Holder shall be the mode of settlement.
Depository(ies)	NSDL and CDSL
Business Day	As per the relevant Key Information Document.
Business Day Convention	As per relevant Key Information Document
Disclosure of Interest/Dividend / redemption dates	As per the relevant Key Information Document

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Record Date	As per the relevant Key Information Document
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As per the relevant Key Information Document and Transaction Documents
Description regarding Security (where applicable) including type of security (movable /immovable/ tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/likely date of creation of security, minimum security cover, revaluation.	(a) As per the relevant Key Information Document and Transaction Documents. All Series / Tranches of Debentures (including Debentures 1 and Debentures 2) issued under this General Information Document shall be considered as secured only if the Hypothecated Assets are registered with the Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee.  All Series / Tranches of Debentures 1 issued under this General Information Document shall be considered as secured only if the Immovable Property is registered with the Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee.
Transaction Documents	In respect of each Tranche/Series of Debentures, shall mean this General Information Document, Key Information Document issued for such Tranche / Series, the relevant Deed of Hypothecation, the relevant Debenture Trust Deed, the relevant Debenture Trustee.
Replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the issue document	Please refer to row on "Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation" above.
Conditions Precedent to Disbursement	As per the relevant Key Information Document and Transaction Documents

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Conditions Subsequent to Disbursement	As per the relevant Key Information Document and Transaction Documents
Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	As per the relevant Key Information Document and Transaction Documents
Creation of recovery expense fund	<p>Details and purpose of the recovery expense fund:</p> <p>The Company has created and is maintaining a recovery expense fund in the manner as specified under Chapter IV of the DT Master Circular, as may be supplemented or amended from time to time, and has informed the Debenture Trustee about the same.</p> <p>The recovery expense fund may be utilized by the Debenture Trustee upon occurrence of an Event of Default, for taking appropriate legal actions to enforce the Security in accordance with the relevant SEBI circulars.</p>
Conditions for breach of covenants (as specified in Trust Deed)	As per the relevant Key Information Document and Transaction Documents
Provisions related to Cross Default Clause	As per the relevant Key Information Document and Transaction Documents
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders as customary for transaction of a similar nature and size and as executed under the appropriate Transaction Documents.
Risk factors pertaining to the Issue	As per the "Risk Factors" mentioned in Section N below.
Governing Law and Jurisdiction	As per the relevant Key Information Document.
Due Diligence Certificate	<p>The Issuer shall submit:</p> <p>(a) the due diligence certificate provided by the Trustee, to BSE, on or prior to issuing the Disclosure Documents, in the applicable format prescribed under Part A of Schedule IV of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, supplemented and modified from time to time. Such due diligence certificate will be annexed to relevant Key Information Document for each Tranche/ Series.</p> <p>(b) the due diligence certificate provided by the Trustee, to BSE, at the time of filing of the listing application by the Company to BSE, in the applicable format prescribed under Part B of Schedule IV of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, supplemented and modified from time to time.</p>
Manner of settlement	Through the Clearing Corporation, details whereof shall be specified in the Key Information Document
Settlement cycle	As per the relevant Key Information Document
Manner of allotment	As per the relevant Key Information Document
Minimum Bid Lot	As per the relevant Key Information Document

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Mode of Bidding in the Issue	As per the relevant Key Information Document
Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s), details of security to be created and process of due diligence carried out by the debenture trustee	<p>Please refer to Annexure VI below.</p> <p>Any Trustee Agreement executed prior to issuance of the Key Information Document issued for a Tranche / Series of Debentures (other than Debentures 1 and Debentures 2) and after the issuance of this General Information Document, shall be annexed to the Key Information Document issued for such Tranche / Series of Debentures.</p>

#### General Notes:

- If there is any change in Coupon Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change should be disclosed.
- The list of documents which has been executed in connection with the issue and subscription of debt securities shall be annexed
- While the debt securities are secured to the tune of 100% of the principal and interest amount or as per the terms of this General Information Document, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the Security is maintained.
- The Issuer has provided granular disclosures with regards to the "Object of the Issue" including the percentage of the issue proceeds earmarked for each of the "object of the issue".

#### SUMMARY TERMSHEET FOR COMMERCIAL PAPERS

The specific terms of each offer of Commercial Papers to be issued under the General Information Document shall be specified in the relevant Key Information Document to be issued in respect of that offer, which Key Information Document will be filed with the relevant Stock Exchange.

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## SECTION N

### RISK FACTORS

**PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THESE KEY RISKS ASSOCIATED WITH THE DEBENTURES / COMMERCIAL PAPERS**

**PROSPECTIVE INVESTORS ARE ALSO ADVISED TO CAREFULLY READ THE KEY RISKS, IF ANY, SPECIFICALLY ASSOCIATED WITH THE INVESTMENTS IN THE DEBENTURES AND COMMERCIAL PAPERS IN THE RELEVANT KEY INFORMATION DOCUMENT.**

#### General

The following are the risks envisaged by the management of the Company relating to the Company, the Debentures, the Commercial Papers, and the market in general. Potential investors should carefully consider all the risk factors stated in the Disclosure Document(s) in relation to the Debentures and the Commercial Papers for evaluating the Company and its business and the Debentures and the Commercial Papers before making any investment decision relating to the Debentures and the Commercial Papers. The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures and in investing in the Commercial Papers but do not represent that the statements below regarding the risks of holding the Debentures and the Commercial Papers are exhaustive. Potential investors should also read the detailed information set out elsewhere in this Disclosure Documents and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and, therefore, the value of the Company's Debentures or the Company's Commercial Papers could decline and/or the Company's ability to meet its obligations in respect of the Debentures and/or the Commercial Papers could be affected. More than one risk factor may have simultaneous effect with regard to the Debentures and/or the Commercial Papers such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No prediction can be made as to the effect that any combination of risk factors may have on the value of the Debentures and/or the Commercial Papers and/or the Company's ability to meet its obligations in respect of the Debentures and/or the Commercial Papers.

These risks and uncertainties are not the only issues that the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently believes to be immaterial may also have a material adverse effect on its financial condition or business. Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below.

#### Credit Risk

Prospective investors should be aware that receipt of any coupon payment and principal amount at maturity on the Debentures is subject to the credit risk of the Issuer. Investors assume the risk that the Company will not be able to satisfy its obligations under the Debentures. Any stated credit rating of the Company reflects the independent opinion of the rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Company. Any downgrading of the credit ratings of the Company or its parent or affiliates, by any rating agency could result in a reduction in the value of the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the Debentures may be substantially reduced, delayed or lost. The holding company or the other group companies of the Issuer are not entitled to and will not support the Issuer in case of any bankruptcy of the Issuer.

The Company has institutionalised a systematic credit evaluation process monitoring the performance of its asset portfolio on a regular and continual basis to detect any material development, and constantly evaluate the changes and developments in

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sectors in which it has substantial exposure. The Company will also endeavour to undertake a periodic review of its entire asset portfolio with a view to assess the portfolio credit quality, identify potential areas of action and devise appropriate strategies thereon. Despite these efforts, there can be no assurance that repayment or coupon payment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof.

In performing its credit assessment, the Company relies largely on information furnished by or on behalf of its borrowers, including financial information, based on which the Company performs its credit assessment. The Company may also depend on certain representations and undertakings as to the accuracy, correctness and completeness of information, and the verification of the same by agencies to which such functions are outsourced. Any such information if materially misleading may increase the risk of default and could adversely impact the financial condition, financial results and/or operations of the Company. There can be no assurance that repayment or coupon payment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof.

The secured portion of the Company's assets under management is secured by assets, moveable and immoveable. The value of the security/collateral granted in favour of the Company, as the case may be, may decline due to adverse market and economic conditions (both global and domestic), delays in insolvency, winding up and foreclosure proceedings, defects in title, difficulty in locating moveable assets, inadequate documentation in respect of assets secured and the necessity of obtaining regulatory approvals for the enforcement of the Company's security over the assets comprising its security and the Company may not be able to recover the estimated value of the assets, thus exposing it to potential losses. There can be no assurance that repayment or coupon payment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof.

Any delay in enforcing the collateral due to delays in enforcement proceedings before Indian courts or otherwise could also expose the Company to potential losses. Although the Company regularly reviews its credit exposures, defaults may arise from events or circumstances that are difficult to detect or foresee. There can be no assurance that repayment or coupon payment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof.

### **Interest Rate Risk**

The Company's interest income from lending and gains from trading in debt securities are dependent upon interest rates and their movement. Interest rates are highly sensitive to many factors beyond the control of the Company, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. Due to these factors, interest rates in India have historically experienced a relatively high degree of volatility. Consequently, there can be no assurance that interest rate movements will not have an adverse effect on the Company's financial results and/or operations.

### **Downgrading in credit rating**

The Company cannot guarantee that the credit rating provided by the Credit Rating Agency(ies) and as disclosed in the Disclosure Documents will not be downgraded. In the event of deterioration in the financial health of the Company or its parent, there is a possibility that the Rating Agency may downgrade the rating of the Debentures and/or the Commercial Papers. In such cases, potential investors may have to take losses on re-valuation of their investment or make provisions towards sub-standard/non-performing investment as per their usual norms. Such a downgrade in the credit rating may lower the value of the Debentures and/or the Commercial Papers and/or the Company's ability to meet its obligations in respect of the Debentures and/or the Commercial Papers could be affected.

### **Security may be insufficient to redeem the Debentures**

In the event that the Company is unable to meet its payment and other obligations towards Investors under the terms of the Debentures, the Trustee may enforce the Security as per the terms of the Trust Deed and other related documents. The

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Investors' recovery in relation to the Debentures will be subject to (i) the market value of the property offered as security, and (ii) finding a willing buyer for such security at a price sufficient to repay the potential investors' amounts outstanding under the Debentures.

### **Commercial Papers are unsecured in nature**

Given that the Commercial Papers are an unsecured money market instrument, in the event the Company is unable to meet its payment and other obligations towards investors under the terms of the Commercial Papers, the investors do not have any recourse in the form of a security to recover their dues. Potential investors may also have to assess and take into consideration that an investment in the issue of Commercial Papers will be bound by and subject to any market risks associated with investing in short term money market instruments.

### **Litigations**

There are several legal proceedings against the Company and the Company's Directors. We are defendants in a number of legal proceedings incidental to our business and operations. Despite efforts by the Company, there can be no assurance that repayment or coupon payment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof.

### **Tax and other considerations**

Special tax, accounting and legal considerations may apply to certain types of potential investors. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of an investment into the Debentures. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of an investment into the Commercial Papers.

### **Access to capital markets and commercial borrowings**

With the growth of its business, the Company will increasingly rely on funding from the debt capital markets and commercial borrowings. The Company's growth will depend on its continued ability to access funds at competitive rates which in turn will depend on various factors including its ability to maintain its credit ratings. If the Company is unable to access funds at an effective cost that is comparable to or lower than its competitors, the Company may not be able to offer competitive interest rates for its loans or have adequate funds for its investment activities. This may adversely impact its business results and its future financial performance.

### **Operational and System Risk**

The Company is faced with operational and system risks, which may arise as a result of various factors, viz., improper authorizations, failure of employees to adhere to approved procedures, inappropriate documentation, failure in maintenance of proper security policies, frauds, inadequate training and employee errors. Further, there can also be a security risk in terms of handling information technology related products such as system failures, information system disruptions, communication systems failure which involves certain risks like data loss, breach of confidentiality and adverse effect on business continuity and network security.

If any of the systems do not operate properly or are disabled or if other shortcomings or failures in internal processes or systems are to arise, this could affect the Company's operations and/or result in financial loss, disruption of Company's businesses, regulatory intervention and/or damage to its reputation. In addition, the Company's ability to conduct business may be adversely impacted by a disruption (i) in the infrastructure that supports its businesses and (ii) in the localities in which it is located.

Any failure, inadequacy and security breach in our computer systems may adversely affect our business. Our operations depend



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on our ability to process a large number of transactions on a daily basis across our network of offices. The financial, accounting or other data processing systems of the Company may fail to operate adequately or become disabled as a result of events that are beyond its control, including a disruption of electrical or communications services, particularly in the rural areas in which the Company operates.

The Company's operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Its computer systems, software, including software licensed from vendors and networks may be vulnerable to unauthorised access, computer viruses or other malicious code and other events that could compromise data integrity and security and result in identity theft, for which the Company could potentially be liable.

### **Any inability of the company to attract or retain talented professionals may impact its business operations**

The business in which the Company operates is very competitive and ability to attract and retain quality talent impacts the successful implementation of growth plans. The Company may lose many business opportunities and business would suffer if such required manpower is not available on time. The inability of the Company to replace manpower in a satisfactory and timely manner may adversely affect its business and future financial performance.

### **Employee misconduct**

Any kind of employee misconduct may impair the Company's ability to service clients. It is not always possible to deter employee misconduct and the precautions the Company takes to detect and prevent this activity may not be effective in all cases.

### **The Company is not required to create a debenture redemption reserve**

As per Section 71 of the 2013 Act, any company that intends to issue debentures must create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures. However, under the Companies (Issuance of Share Capital and Debentures) Rules, 2014, non-banking financial companies are presently exempt from this requirement in respect of privately placed debentures. Pursuant to this exemption, the Company does not intend to create any reserve funds for the redemption of the Debentures. Consequently, the investor may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the Debentures.

### **Refusal of listing of any security of the Issuer during last three years by any of the stock exchanges in India or abroad.**

As of date, the Issuer has not been refused listing of any of its securities during the last 3 (three) years by any of the stock exchanges in India or abroad.

In accordance with Indian law and practice, permissions for listing and trading of the Debentures issued pursuant to this Issue will not be granted until the relevant stock exchange approves the listing, which will be available only after an updated document is accordingly filed with the relevant authorities at the time of such listing. Approval for listing and trading will require all relevant documents authorising the issuing of Debentures to be submitted. There could be a failure or delay in listing the Debentures on the stock exchange. If permission to deal in and for an official quotation of the Debentures is not granted by the stock exchange, the Debentures will remain unlisted.

In accordance with Indian law and practice, permissions for listing of the Commercial Papers issued pursuant to this Issue will not be granted until the relevant stock exchange approves the listing, which will be available only after an updated document is accordingly filed with the relevant authorities at the time of such listing. Approval for listing will require all relevant documents authorising the issuing of Commercial Papers to be submitted. There could be a failure or delay in listing the Commercial Papers on the stock exchange. If permission to list is not granted by the stock exchange, the Commercial Papers will remain unlisted.

### **Limited or sporadic trading of non-convertible securities of the issuer on the stock exchanges.**

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The Debentures have no established trading market. The Company cannot assure Debenture Holders that a trading market for their Debentures will ever develop or be maintained. The Debentures being issued are new securities for which there is no existing trading market. It is not possible to predict if and to what extent a secondary market may develop, or at what price the Debentures will be sold or purchased in the secondary market or whether such market will be liquid or illiquid

**The secondary market for the Debentures may be non-existent or the Debentures may be illiquid.**

The Debentures may be very illiquid and no secondary market may develop in respect thereof. Even if there is a secondary market for the Debentures, it is not likely to provide significant liquidity. An illiquid market may have an adverse impact on the price at which the Debentures may be sold in the secondary market. Any such Debentures so purchased may be required to be held or resold or surrendered for cancellation. To the extent that an issue of Debentures becomes illiquid, an investor may have to hold the Debentures until redemption to realize value.

The Company may, but is not obliged to, at any time purchase the Debentures at any price in the market or by tender or private agreement. Any Debentures so purchased may be resold or surrendered for cancellation. The more limited the secondary market is, the more difficult it may be for Debenture Holders to realise value for the Debentures prior to settlement of the Debentures.

Further, the Company may not be able to issue any further Debentures, in case of any disruptions in the securities market.

**In case of outstanding debt instruments or deposits or borrowings, any default in compliance with the material covenants such as creation of security as per terms agreed, default in payment of interest, default in redemption or repayment, non-creation of debenture redemption reserve, default in payment of penal interest wherever applicable.**

As of date, the Issuer has not defaulted in compliance with any material covenants agreed to by the Issuer with its lenders.

The Company's financing arrangements require it to maintain certain security cover for some of its borrowings. Should there be a breach any financial or other covenants contained in any of the Company's financing agreements, the Company may be required to immediately repay its borrowings either in whole or in part, together with any related costs. Under the terms of some of the financing arrangements, the Company may be required to obtain the prior written consent of the concerned lender prior to the Company entering into any scheme of expansion, merger, amalgamation, compromise or reconstruction or selling, leasing, transferring all or a substantial portion of its fixed and other assets; making any change in ownership or control or constitution of the Company, or in the shareholding or management or majority of directors, or in the nature of business of the Company. This may restrict/ delay some of the actions/ initiatives that our Company may like to take from time to time

**Purchases and sales by the Company and its affiliates may affect the Debenture Holders' / Commercial Papers Holders' return**

The Company and its affiliates may from time to time buy or sell the Debentures, Commercial Papers, money market instruments or debt instruments similar to the Debentures or Commercial Papers and/or other obligations or have positions in securities economically related to a series of Debentures or Commercial Papers for their own account for business reasons or in connection with hedging of the obligations under the particular series of Debentures or Commercial Papers. These transactions could affect the price of such obligations or securities in a manner that would be adverse to the holder's investment in the Debentures or Commercial Papers. The Company and its affiliates have not considered, and are not required to consider, the interests of investors as holders of the Debentures or the interests of investors as holders of the Commercial Papers in connection with entering into any of the above-mentioned transactions.

**Changes in general interest rates in the economy may affect the price of the Debentures**

All securities where a fixed rate of interest is offered, such as the Debentures, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon,

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days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of the Debentures.

### **Tax Considerations and Legal Considerations**

Special tax considerations and legal considerations may apply to certain types of potential investors. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of this investment.

### **Accounting Considerations**

Special accounting considerations may apply to certain types of taxpayers. Potential investors are urged to consult with their own accounting advisors to determine implications of this investment.

**The Company's business requires substantial capital, and any disruption in funding sources would have a material adverse effect on the Company's liquidity and financial condition.**

As a finance company, the liquidity and ongoing profitability are, in large part, dependent upon the Company's timely access to, and the costs associated with, raising capital. The Company's funding requirements historically have been met from a combination of term loans from banks and financial institutions, issuance of redeemable non-convertible debentures, the issue of Debentures and Commercial Paper. Thus, the Company's business depends and will continue to depend on the Company's ability to access diversified funding sources. The Company's ability to raise funds on acceptable terms and at competitive rates continues to depend on various factors including the Company's credit ratings, the regulatory environment and policy initiatives in India, developments in the international markets affecting the Indian economy, investors' and/or lenders' perception of demand for debt and equity securities of NBFCs, and the Company's current and future results of operations and financial condition.

Changes in economic and financial conditions or continuing lack of liquidity in the market could make it difficult for the Company to access funds at competitive rates. As an NBFC, the Company also faces certain restrictions in its ability to raise money from international markets which may further constrain the Company's ability to raise funds at attractive rates.

Such conditions may occur again in the future and may lead to a disruption in the Company's primary funding sources at competitive costs and would have a material adverse effect on the Company's liquidity and financial condition.

**High levels of customer defaults could adversely affect the Company's business financial condition and results of operations.**

The Company's business involves lending money and accordingly the Company is subject to customer default risks including default or delay in repayment of principal or interest on its loans. Customers may default on their obligations to the Company as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure. If borrowers fail to repay loans in a timely manner or at all, the Company's financial condition and results of operations will be adversely impacted.

**The Company faces increasing competition in its business which may result in declining margins if the Company is unable to compete effectively.**

The Company faces competition in all its lines of businesses. Its primary competitors are other NBFCs, public sector banks, private sector banks, co-operative banks and foreign banks and the unorganized financiers who principally operate in the local markets. Banks have access to low-cost funds which enables them to enjoy higher margins and / or offer finance at lower rates. NBFCs do not have access to large quantities of low-cost deposits, a factor which can render them less competitive. In addition, interest rate deregulation and other liberalization measures affecting the retail and small enterprises finance sector, together with increased demand for capital by individuals as well as small enterprises, have resulted in an increase in competition.

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All of these factors have resulted in the Company facing increased competition from other lenders in each of its lines of businesses, including commercial banks and other NBFCs. Its ability to compete effectively will depend, to some extent, on its ability to raise low-cost funding in the future. Furthermore, as a result of increased competition in the finance sector, finance products are becoming increasingly standardized and variable interest rate and payment terms and lower processing fees are becoming increasingly common in the finance sector in India. There can be no assurance that the Company will be able to react effectively to these or other market developments or compete effectively with new and existing players in the increasingly competitive finance industry. Increasing competition may have an adverse effect on the Company's net interest margin and other income, and, if the Company is unable to compete successfully, its market share may decline. If the Company is unable to compete effectively with other participants in the finance sector, its business, future financial performance and the trading price of the Debentures may be adversely affected.

**If the Company is unable to manage the level of NPAs in its Loan Assets, its financial position and results of operations may suffer.**

If the level of NPAs in the Company's portfolio were to increase, its business would suffer. The occurrence of NPAs or an increase in the level of NPAs will adversely affect the Company's business, financial results and/or operations.

Furthermore, the Company's current provisions may not be adequate when compared to the loan portfolios of other financial institutions. Moreover, there also can be no assurance that there will be no further deterioration in our provisioning coverage as a percentage of Gross NPAs or otherwise, or that the percentage of NPAs that we will be able to recover will be similar to the Company's past experience of recoveries of NPAs. In the event of any further deterioration in the Company's NPA portfolio, there could be an even greater, adverse impact on the Company's results of operations and the trading price of the Debentures may be adversely affected.

**A decline in the Company's capital adequacy ratio could restrict the Company's future business growth.**

As per RBI regulations, all non-deposit taking NBFCs have to maintain a minimum capital adequacy ratio, consisting of Tier I and Tier II capital, which shall not be less than 15% (or as may be prescribed from time to time) of its aggregate risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items. If the Company continues to grow its loan portfolio and asset base, it will be required to raise additional Tier I and Tier II capital in order to continue to meet applicable capital adequacy ratios with respect to its business. There can be no assurance that it will be able to raise adequate additional capital in the future on terms favorable to it or at all and this may adversely affect the growth of its business and the trading price of the Debentures may be adversely affected.

**The Company faces asset-liability mismatches which could affect its liquidity and consequently may adversely affect its operations and profitability.**

The Company faces potential liquidity risks due to varying periods over which its assets and liabilities mature. As is typical for NBFCs, a portion of its funding requirements is met through short-term funding sources such as bank loans, working capital demand loans, cash credit, short term loans and commercial papers. However, each of its products differs in terms of the average tenor, average yield, average interest rates and average size of loan. The average tenor of its products may not match with the average tenor of its liabilities. Consequently, its inability to obtain additional credit facilities or renew its existing credit facilities, in a timely and cost-effective manner or at all, may lead to mismatches between its assets and liabilities, which in turn may adversely affect its operations and financial performance. Further, mismatches between its assets and liabilities are compounded in case of pre-payments of the financing facilities it grants to its customers. The trading price of the Debentures may be adversely affected due to the aforesaid reasons.

**Disclosures which have been made as per Limited Review must be read with the following disclaimer**

A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. In such a case, the auditors have not performed an audit and accordingly, the auditors

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do not express an audit opinion.

### **System failures or inadequacy and security breaches in computer systems may adversely affect the Company's business.**

The Company's business is increasingly dependent on its ability to process, on a daily basis, a large number of transactions. Its financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond its control including a disruption of electrical or communications services. Its ability to operate and remain competitive will depend in part on its ability to maintain and upgrade its information technology systems on a timely and cost-effective basis. The information available to and received by its management through its existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in its operations. The Company may experience difficulties in upgrading, developing and expanding its systems quickly enough to accommodate its growing customer base and range of products.

The Company's operations also rely on the secure processing, storage and transmission of confidential and other information in the computer systems and networks. Its computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could compromise data integrity and security. Any failure to effectively maintain or improve or upgrade its management information systems in a timely manner could materially and adversely affect its competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in its internal processes or systems, it could affect its operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to its reputation. In addition, its ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports its businesses and the localities in which it is located. The trading price of the Debentures may be adversely affected due to the aforesaid reasons

### **The Company may not be able to maintain its current levels of profitability due to increased costs or reduced spreads.**

The Company's business strategy involves a relatively high level of ongoing interaction with its customers. The Company believes that this involvement is an important part of developing its relationship with its customers, identifying new cross-selling opportunities and monitoring its performance. However, this level of involvement also entails higher levels of costs and also requires a relatively higher gross spread, or margin, on the finance products it offers in order to maintain profitability. There can be no assurance that it will be able to maintain its current levels of profitability if the gross spreads on its finance products were to reduce substantially, which could adversely affect its results of operations. The trading price of the Debentures may be adversely affected due to the aforesaid reasons.

### **Contingent liabilities of the Company**

The contingent liabilities are claims against the Company as at September 30, 2024 aggregates to Rs.[-]/- (Rupees [-] only) and have not been acknowledged as debts.

### **Future legal and regulatory obstructions**

The Company is subject to the RBI's guidelines on financial regulation of NBFCs, including capital adequacy, exposure and other prudential norms. The RBI also regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. The RBI's regulations of NBFCs could change in the future which may require it to restructure its activities, incur additional costs or could otherwise adversely affect its business and its financial performance. The trading price of the Debentures may be adversely affected due to the aforesaid reasons.

Future government policies and changes in laws and regulations in India (including their interpretation and application to the operations of the Company) and comments, statements or policy changes by any regulator, including but not limited to SEBI or RBI, may adversely affect the Debentures and/or the Commercial Papers, and restrict the Company's ability to do business in its target markets. The timing and content of any new law or regulation is not within the Company's control and such new law,

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regulation, comment, statement or policy change could have an adverse effect on its business, financial results and/or operations.

Further, SEBI, the relevant Stock Exchange(s) or other regulatory authorities may require clarifications on the Disclosure Documents, which may cause a delay in the issuance of Debentures and/or the Commercial Papers or may result in the Debentures and/or the Commercial Papers being materially affected or even rejected.

#### **Civil unrest, terrorist attacks and war would affect its business.**

Terrorist attacks and other acts of violence, war or conflicts, in India and or those particularly involving India, as well as the United States of America, the United Kingdom, Singapore and the European Union, may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect its business and profitability. India has from time to time experienced and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighboring countries. Also, some of India's neighboring countries have experienced or are currently experiencing internal unrest. This, in turn, could have a material adverse effect on the Indian economy and in turn may adversely affect our operations and profitability and the market for the Debentures and/or the Commercial Papers.

#### **Our business may be adversely impacted by natural calamities or unfavourable climatic changes.**

India, Bangladesh, Pakistan, Indonesia, Japan and other Asian countries have experienced natural calamities such as earthquakes, floods, droughts and a tsunami in recent years. Some of these countries have also experienced pandemics. These economies could be affected by the extent and severity of such natural disasters and pandemics which could, in turn affect the financial services sector of which the Company is a part. Prolonged spells of abnormal rainfall, draught and other natural calamities could have an adverse impact on the economy, which could in turn adversely affect its business and the trading price of the Debentures.

#### **Slowdown in Economic Growth**

The Company's performance and the quality and growth of its assets are necessarily dependent on the health of the overall Indian economy. A slowdown in the Indian economy or a fall in India's GDP may adversely affect its business, including its ability to enhance its asset portfolio and the quality of its assets, and its ability to implement certain measures could be adversely affected by a movement in interest rates, or various other factors affecting the growth of industrial, manufacturing and services sector or a general downtrend in the economy. Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact the Company's ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available.

#### **Any downgrading of India's sovereign rating by an international rating agency(ies) may affect the Company's business and its liquidity to a great extent.**

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact its ability to raise additional finances at favourable interest rates and other commercial terms. This could have an adverse effect on the Company's growth, financial performance and its operations.

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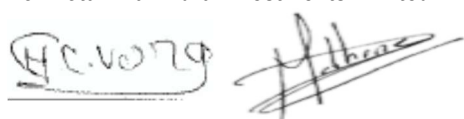
## SECTION O

### PART A

The Company declares as of the date of this General Information Document that all the relevant provisions in the regulations/guideline issued by SEBI and other Applicable Laws have been complied with and no statement made in this General Information Document is contrary to the provisions of the regulations/guidelines issued by SEBI and other Applicable Laws, as the case may be. The information contained in this General Information Document is as applicable to privately placed debt securities and commercial papers and subject to information available with the Company.

The extent of disclosures made in this General Information Document is consistent with disclosures permitted by regulatory authorities to the issue of securities made by companies in the past.

#### For Kotak Mahindra Investments Limited



**Name:** Hiren Vora / Nilesh Dabhane

**Designation:** EVP / DVP

**Date:** 17<sup>th</sup> October 2024

**Place:** Mumbai

### PART B

#### DECLARATION

- The Company is in compliance with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, Companies Act and the rules and regulations made thereunder;
- The compliance with the said Companies Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of the Debentures / CPs, if applicable, is guaranteed by the Central Government;
- The monies received under the Issue shall be used only for the purposes and objects indicated in the Disclosure Documents;
- 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;
- The contents of this General Information Document have been perused by the Board of Directors, and the final and ultimate responsibility of the contents mentioned herein shall also lie with the Board of Directors.

I am authorized by the Board of Directors of the Company vide resolution number [ ] dated [ ] to sign and attest this General Information Document and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of the Disclosure Documents and matters incidental thereto have been complied with and that the Permanent Account Number, Bank Account Number(s), Passport Number (not applicable) and Personal Addresses (not applicable) of the Promoter of the Company and the Permanent Account Number of Directors of the Company have been submitted to the stock exchanges on which the Debentures are proposed to be listed. Whatever is stated in General Information Document and in the attachments thereto is true, correct and complete and no information material to the subject matter of the Disclosure Documents 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 all the required attachments have been completely, correctly and legibly attached to the General Information Document.

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### **NOTE TO INVESTORS**

**Investment in non-convertible securities and Commercial Papers involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of 'Risk Factors' contained under Section N of this General Information Document. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.**

For Kotak Mahindra Investments Limited



Authorised Signatory

Name: Hiren Vora / Nilesh Dabhane

Title: EVP / DVP

Date: 17<sup>th</sup> October 2024



General Information Document Date: 17<sup>th</sup> October, 2024

General Information Document

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## **ANNEXURE I**

### **TRUSTEE CONSENT LETTER**

[Attached]

General Information Document Date: 17<sup>th</sup> October, 2024

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## **ANNEXURE II**

**Annual Report and Auditor's Report of the Company for FY : 2023-2024, 2022-2023, 2021-22**

**Annual Reports:**

**All annual reports uploaded on the below link:**

**<https://www.kmil.co.in/annual-reports.html>**

General Information Document Date: 17<sup>th</sup> October, 2024

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### **ANNEXURE III**

**Structural Liquidity Statement (ALM Statement) as on [June 30<sup>th</sup>, 2024] filed with BSE**

[Attached]

General Information Document Date: 17<sup>th</sup> October, 2024

General Information Document

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## **ANNEXURE IV**

### **TRUSTEE AGREEMENT**

[Attached]

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## ANNEXURE V

### DISCLOSURE PRESCRIBED UNDER PAS-4 OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES), RULES, 2014

*This Annexure contains relevant information and disclosures required for the purpose of issuing of the Debentures in accordance with Section 42 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.*

#### PART A

**THE PAS-4 CONTAINS RELEVANT INFORMATION AND DISCLOSURES FOR THE ISSUE OF SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES (THE "DEBENTURES") BY KOTAK MAHINDRA INVESTMENTS LIMITED (THE "ISSUER" / "COMPANY"), ON A PRIVATE PLACEMENT BASIS, IN ONE OR MORE TRanches / SERIES.**

ISSUE OPENING DATE	ISSUE CLOSING DATE	PAY-IN DATE	DEEMED DATE OF
As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document

#### DISCLAIMER

*This Offer Cum Application Letter contains relevant information and disclosures required for the purpose of issuing of the Debentures in accordance with Section 42 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The Issuer has issued a General Information Document and a Key Information Document (in compliance with the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021) (together the "Disclosure Document(s)"), together with the Application Form to eligible investors inviting subscription to the Debentures. Any application by a person to whom the Disclosure Document(s) and/or the Private Placement Offer Cum Application Letter has not been sent by the Issuer shall be rejected without assigning any reason.*

#### General Information:

- A. Name, address, website, if any and other contact details of the Company, indicating both Registered office and the Corporate Office:

Issuer / Company: Kotak Mahindra Investments Limited  
**Registered Office: 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051**  
**Corporate Office: Kotak Mahindra Investments Limited, Godrej 2, 10th Floor, Pirojshanagar, Vikrholi East Mumbai- 400079** Contact Person: Mr. Rajeev Kumar - Compliance Officer  
**Telephone No.: 02268871681**  
**Email: [kumar.rajeev@kotak.com](mailto:kumar.rajeev@kotak.com)**  
**Website: [www.kmil.co.in](http://www.kmil.co.in)**

- B. **Date of Incorporation of the Company:**  
July 5, 1988

- C. **Business carried on by the Company and its subsidiaries with the details of branches or units, if any;**

Please refer to Section E of the General Information Document

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(i) **The description of the Company's principal business activities are as under:**

[•]

(ii) **Details of subsidiaries of the Company with the details of branches / units of the Company with address is as follows:**

**D. Brief particulars of the management of the Company:**

(i) Details of Board of Directors of the Company and their profile

Please refer to Section [E] of the General Information Document

(ii) Details of Key Management Personnel of the Company and their profile

Please refer to Section [E] of the General Information Document

**E. Name, address, DIN and occupations of the directors:**

Name, Designation and DIN of the Director	Age (in years)	Address of the Director	Date of Appointment	Details of other directorship
Mr. Uday Kotak – Chairman DIN 00007467	62 yrs	62, NCPA Apartments, Dorabjee Tata Marg, Nariman Point, Mumbai – 400 021.	1/10/2013	- Kotak Mahindra Bank Limited - Kotak Mahindra Asset Management Company Limited - Kotak Mahindra Capital Company Limited - Kotak Mahindra Life Insurance Company Limited (earlier known as Kotak Mahindra Old Mutual Life Insurance Limited) - Kotak Mahindra Prime Limited - The Mahindra United World College of India –Governing member (section 25 company)  - The Anglo Scottish Educaion Society (Cathedral & John Connon School) - Member Board of Governors

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Ms. Padmini Khare – Independent Director – DIN 00296388	56 yrs	107 Cumbala Crest, 42, Peddar Road, Mumbai- 400026	17/08/2015 Reappointed on 17th August 2020.	- Rallis India Limited - J B Chemicals and Pharmaceuticals Limited - Bosch limited - Blue Dart Express Limited - Divgi Torqtransfer Systems Private Limited
Mr. Phani Shankar	52 yrs	Flat no 05, Kanchan Society, Sane Guruji Road, Dadar West, Mumbai	05/07/2022	Kotak Infrastructure Debt Fund Ltd (Formerly known as Kotak Forex Brokerage Limited)
Mr. Chandrashekhar Sathe – Independent Director – DIN 00017605	71 yrs	C-10, Dattaguru co-op Housing Society, Deonar Village Road, Deonar, Mumbai -400 088	30/3/2015 Reappointed on 30th March, 2020	- Kotak Mahindra Prime Limited - Kotak Mahindra Trustee Company Limited - Kotak Mahindra Trusteeship Services Limited - Infinitem Productions Private Limited
Mr. Amit Bagri – Managing director – 09659093	50 yrs	904, B Wing, Dheeraj Serenity Towers, 2 <sup>nd</sup> Hansaband Lane, Santacruz West, Mumbai-400054	01/07/2022	
Mr. Paresh Shreesh Parasnis 02412035	62 yrs	14, Chaitra Heritage, Plot no 550, 11th Road, Chembur East, Mumbai 400071	18/10/2022 appointed	- Invesco Asset Management (India) Private Limited - CREDIT ACCESS LIFE INSURANCE LIMITED
Mr. Paritosh Kashyap – Non Executive Director – DIN 07656300	55 yrs	Vervian, A/2202, Mahindra Eminent, S V Road Near Patkar College, Goregaon (West) Mumbai – 400062	09/12/2016 Appointed as Non-Executive Director since 1st May 2019	Kotak Infrastructure Debt Fund Limited (Formerly known as Kotak Forex Brokerage Limited)
Mr. Prakash Krishnaji Apte Independent Director 00196106	69 yrs	803, Blossom Boulevard, Koegaon Park, Pune -411001	13/02/2023 appointed	GMMPfaudler Limited -Kotak Mahindra Bank Limited -Blue Dart Express Limited -Kotak Mahindra Life Insurance Company Limited -Fine Organic Industries Limited

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**F. Management's perception of Risk Factors:**

Please refer to Section N of the General Information Document.

**G. Details of defaults, if any, including the amounts involved, duration of default, and present status, in repayment of:**

- (i) Statutory Dues: Nil
- (ii) Debentures and interest thereon: Interest amount of Rs. 2.08 crs due on Non-Convertible Debentures was paid on the next business day i.e. July 31, 2017 instead of July 28, 2017 due to operational error.
- (iii) Deposits and interest thereon: Nil
- (iv) Loans from banks and financial institutions and interest thereon: Nil

**H. Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the Issue:**

Name: Mr. Rajeev Kumar  
 Designation: Company Secretary / Compliance Officer  
 Address: Kotak Mahindra Investments Limited, Godrej 2, 10th Floor, Pirojshanagar, Vikrholi East  
 Mumbai- 400079  
 Phone No.: 02268871681  
 Email: [kumar.rajeev@kotak.com](mailto:kumar.rajeev@kotak.com)

**I. Registrar of the Issue:**

Please refer to Section A of the General Information Document

**J. Valuation Agency:**

Not applicable

**K. Auditors:**

Details of Auditors of the Company:

Name	Address	Date of appointment
M/s Varna & Varna, Chartered Accountants	Unit No.101 Option Primo, Plot No.X-21, MIDC Road No.21 Andheri East-	Statutory Auditor from 29th July 2024 for FY 2024-025

**L. Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder: Nil**

**II. Particulars of the Offer:**

**Financial Position of the Company for last 3 (three) financial years:**

Rs. In Lacs



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Financial Particulars	2023-2024 (Ind-	2022-2023 (Ind-AS)	2021-2022 (Ind-AS)
Turnover	1	90,549.07	89,145.34
Net Profit (After Tax)	4	34,001.43	39,615.05
Networth	3,2	2,79,661.20	2,46,237.97

Date of passing of Board Resolution	28 <sup>th</sup> May 2024
Date of passing of resolution in general meeting, authorizing the offer of securities	19 <sup>th</sup> June 2024
Kind of securities offered and class of security, the total number of shares or other securities to be issued;	As per the relevant Key Information Document.
Price at which the security is being offered, including premium if any, along with justification of the price	As per the relevant Key Information Document
Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer	Not Applicable
Relevant date with reference to which the price has been arrived at	Not Applicable
The class or classes of persons to whom the allotment is proposed to be made	Subject to applicable law, the categories of investors eligible to subscribe to the Debentures in this Issue, when addressed directly, are all QIBs, and any non-QIB Investors specifically mapped by the Issuer on the EBP Platform
The proposed time within which the allotment shall be completed	As per the relevant Key Information Document.
The change in control, if any, in the company that would occur consequent to the private placement	Nil
The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price	As per the relevant Key Information Document
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered	Not Applicable
Amount, which the Company intends to raise by way of securities	As per the relevant Key Information Document

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Terms of raising of securities:	Duration, if applicable :	As per the relevant Key Information Document
	Rate of Interest:	As per the relevant Key Information Document
	Mode of Payment	As per the relevant Key Information Document
	Mode of Repayment	As per the relevant Key Information Document
Proposed time schedule for which the Issue/private placement offer cum application Letter is valid	Tranche Opening Date: As per the relevant Key Information Document Tranche Closing Date: As per the relevant Key Information Document Pay-in Date: As per the relevant Key Information Document Deemed Date of Allotment: As per the relevant Key Information Document	
Purpose and objects of the Issue/Offer	As per the relevant Key Information Document	
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of such objects	Not Applicable	
Principal terms of assets charged as security, if applicable	As per the relevant Key Information Document	
The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the ongoing concern status of the Company and its future operations	Nil	

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The pre-issue and post issue shareholding pattern of the company	Sr. No	Category	Pre-issue		Post-issue	
			No. of shares held	(%) of shareholding	No. of shares held	(%) of shareholding
	A	Promoters' holding				
	1	Indian				
		Individual				
		Bodies Corporate				
		Kotak Securities Limited)				
		Kotak Mahindra Bank (KMB)	5622578	100%		
		Nominees of KMB (jointly holding with KMB)				
		Sub-total	5622578	100%		
	2	Foreign promoters	-	-		
		Sub-total (A)	-	-		
	B	Non-promoters' holding	-	-		
	1	Institutional Investors	-	-		
	2	Non-Institutional Investors	-	-		
		Private Corporate Bodies	-	-		
		Directors and relatives	-	-		
		Indian public	-	-		
		Others (including Non-resident Indians)	-	-		
		Sub-total (B)	-	-		
		GRAND TOTAL	5622578	100%		

The shareholding pattern of the Company shall remain unchanged after the Issue. The Debentures being non-convertible, there will be no change in the paid-up capital due to conversion and there will be no change in the balance of the share premium account.

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Remuneration of directors (during the current year and last 3 (three) financial years)	<b>Financial Year</b>	<b>Amount (Rs. In Crores)</b>
	2020-21	0.53
	2021-22	NIL
	2022-23	NIL
	2023-2024 upto 30.06.2024	1.65
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of the private placement offer cum application letter including with regard to loans made or guarantees given or securities provided	As per Note 1 hereto.	
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of the private placement offer cum application letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	None	
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of issue of the private placement offer cum application letter in the case of the Company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of the private placement offer cum application letter and if so, section-wise details thereof for the Company and all of its subsidiaries	Nil, and as on date of this General Information Document, the Issuer does not have any subsidiary	
Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	Nil	

### III. Mode of payment for subscription:

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NEFT/RTGS/Electronic bank transfers on the EBP Platform.

**IV. Disclosure with regard to interest of directors, litigation, etc:**

**V. Financial Position of the Company:**

**The capital structure of the company in the following manner in a tabular form**

The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)		Authorised Capital (in Rs.)	Issuer capital (in Rs.)	Subscribed Capital (in Rs.)	Paid Up Capital (in Rs.)
Number of equity shares	58000000	5622578	5622578	5622578	
Nominal amount per equity share	10	10	10	10	
Total amount per equity share	580000000	56225780	56225780	56225780	
Number of preference shares	1200	0	0	0	
Nominal amount per preference shares	100000	0	0	0	
Total amount per preference share	120000000	0	0	0	
Size of the Present Offer	As per the relevant Key Information Document				
Paid-up Capital: a. After the offer: b. After the conversion of Convertible Instruments (if applicable)	The paid-up share capital of the Company shall not change on account of issuance of the Debentures				
Share Premium Account: a. Before the offer: b. After the offer:	The balance in share premium account of the Company shall not change on account of issuance of the Debentures.				
<b>Details of the existing share capital of the Issuer in a tabular form as on September 30, 2024 (indicating therein with regards to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration</b>					

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Date of Allotment	No. Of Equity Shares	Face Value (Rs)	Form of Consideration (other than cash, etc)	Issue Price (Rs)	Nature of allotment	Cumulative			Remark
						No. Of Equity shares	Equity Share Capital (Rs)	Equity Share Premium (in Rs.)	
06.07.1988	70	10	Cash	10	Subscribers to the Memorandum & Articles of Association	70	700	70	
15.02.1991	100	10	Cash	10	Rights issue to Kotak Mahindra Finance Ltd.	170	1700	170	
05.04.1997	2500000	10	Cash	10	Rights issue to Kotak Mahindra Finance Ltd.	2500170	25001700	2500170	
08.01.2002	550110	10			Allotted to Kotak Mahindra Finance Ltd. & its nominees, pursuant to Scheme of Amalgamation	3050280	30502800	3050280	
26.03.2002	2440240	10			Bonus issue to Kotak Mahindra Finance Ltd. & its nominees	27452520	274525200	27452520	
06.08.2002	3050280	10			Issued to Kotak Mahindra Finance Ltd. & its nominees pursuant to reduction in capital	3050280	30502800	3050280	
08.05.2013	409836	10	Cash	976	Rights Issue to Kotak Mahindra Bank Ltd.	3460116	34601160	3460116	

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22.11.2013	50000 0	10	Cash	1000	Rights Issue to Kotak Mahindra Bank Ltd.	3960116	39601160	3960116	
14.06.2014	68160 1	10	Cash	1100	Rights Issue to Kotak Mahindra Bank Ltd.	4641717	46417170	4641717	
27.06.2015	52631 6	10	Cash	1320	Rights Issue to Kotak Mahindra Bank Ltd.	5168033	51680330	5168033	
27.02.2018	45454 5	10	Cash	2200	Rights Issue to Kotak Mahindra Bank Ltd.	5622578	56225780	5622578	
The number and price at which each of the allotments made by the Company in the last one year prior to the date of the private placement offer cum application letter for consideration other than cash and details of the consideration in each case.						Nil			
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of issue of the private placement offer cum application letter						As per Note 2 hereto.			
Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)						As per Note 2 hereto.			
A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of the private placement offer cum application letter						As per Note 2 hereto.			
Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of issue of the private placement offer cum application letter						As per Note 3 hereto.			
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company						The Accounting norms have been changed to IND AS from previous norms as per IGAAP. The Ministry of Corporate Affairs, on March 30, 2016, notified the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 for implementation of Indian Accounting Standards (Ind AS) by Non-Banking Financial Companies. In view of this, financials of the Company for accounting period beginning on or after April 01, 2018 was prepared on the basis of Ind AS. There is no change in accounting policies as on September 30, 2024.			

Note 1: Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided

Transactions with key management personnel\*  
Rs. In Lakhs

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Particulars	For the year ended March 31st, 2024	For the year ended March 31st, 2023	For the year ended March 31st, 2022
Short-term employee benefits	289.12	265.21	186.89
Other Contribution to funds	*10.77	9.80	8.16
Shared-based payments (ESOPS/SAR)**	71.80	69.18	128.47
Sitting fees and commission	164.70	56.80	38.00

\*Post-employment defined benefit

\* The above figures do not include provisions for encashable leave and gratuity, as separate actuarial valuation are not available.

\*\* SARs considered based on actual payout during the year.

A. During the year following transaction were entered into with related parties in the ordinary course of business: (₹ in lakhs)

		March 31, 2024	March 31, 2023
I	Holding Company		
	-Kotak Mahindra Bank Limited		
a)	Transactions during the year :		
	Finance		
	ESOP Expenses (Refer note 37)		Share based payment expenses (Refer Note 37)
	Fixed deposits placed	11,80,857.41	5,72,050.00
	Fixed deposits repaid	11,80,854.31	5,72,050.00
	Borrowings availed	17,500.25	49,400.00
	Borrowings repaid	34,500.00	24,900.00
	Income		



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	Interest income on fixed deposits	1,082.51	474.87
		132.00	105.36
	Service charges income		
		74.38	-
	Referral fees income		
	Expenses		
	Demat charges	0.18	0.28
	Expense reimbursements	208.40	217.21
	Shared service cost	484.62	444.12
	Bank charges		
		1.24	1.19
	Brokerage		
		3.18	-
	Royalty	226.16	222.87
	Interest on borrowings	2,087.33	1,724.92
	Licence fee	538.06	504.32
	Referral fees expense	4.59	13.21
	IPA fee	2.00	2.00
	ESOP expense (refer note 39)	37.87	35.49
	Shared services F & F rent	45.54	35.46

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	Asset & Liability transfer		
		44.62	150.58
	Employee Liability transfer out		
		51.02	43.44
	Employee Liability transfer in		
	Asset transferred in	14.58	3.04
		1.98	9.36
	Asset transferred out		
b)	Balance outstanding as at the year end :		
	Finance		
	Equity shares	562.26	562.26
		33,240.37	33,240.37
	Share premium		
	Current and Savings account balances ('CASA')	67,819.52	32,618.93
		574.51	572.61
	Capital contribution from Parent		
		49.88	47.10
	Term Deposits Placed		
		30,516.47	50,167.81
	Borrowings		
	Other Receipts & Payments		
	Service charges payable	147.34	55.11
	Service charges & Referral fees receivable	95.41	28.43
	Fees payable / Charges payable / Other payables	1.07	2.20

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	Interest Accrued Payable on CIRS IRS FCIRS FRA	8.90	4.35
			(₹ in lakhs)
		March 31, 2024	March 31, 2023
II	Fellow Subsidiaries		
a)	Transactions during the year :		
	Finance		
	Interest on Non Convertible Debentures/Inter Corporate Deposits		
	-Kotak Securities Limited	1,556.92	1,555.50
	-BSS Microfinance Limited	614.18	41.35
	Income and Expense		
	Service charges income		
	-Kotak Mahindra Prime Limited	66.00	128.40
	-Kotak Infrastructure Debt Fund Limited	35.40	20.05
	Referral fee income		
	- Kotak Mahindra Capital Company Limited	54.75	-
	Service charges expense		
	-Kotak Infrastructure Debt Fund Limited	-	4.55

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	Brokerage expense		
	-Kotak Securities Limited	20.94	22.75
	Demat charges expense		
	- Kotak Securities Limited	0.26	0.24
	License fee expense		
	- Kotak Securities Limited	-	3.93
	Insurance premium expense		
	- Kotak Mahindra General Insurance Company Limited	2.17	1.94
	- Kotak Mahindra Life Insurance Company Ltd.	7.49	12.30
	Expense reimbursement to other company		
	- Kotak Securities Limited	-	0.12
	Employee liability transfer in		
	-Kotak Infrastructure Debt Fund Limited	-	1.79
	- Kotak Investment Advisory Limited	-	20.71
	Employee liability transfer out		
	-Kotak Securities Limited	6.26	3.86
	- Kotak Mahindra Prime Limited	-	0.45

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	-Kotak Infrastructure Debt Fund Limited	-	0.37
	- Kotak Investment Advisory Limited	14.81	71.52
	Sale of securities		
	- Kotak Securities Limited	-	30,128.28
	Issue of NCDs		
	-BSS Microfinance Limited	5,000.00	5,000.00
	Asset transfer-out		
	- Kotak Infrastructure Debt Fund Limited	-	0.62
	- Kotak Mahindra Prime Limited	-	0.49
	Asset transfer-In		
	- Kotak Infrastructure Debt Fund Limited	-	0.68
	- Kotak Mahindra Prime Limited	0.58	-
b)	Balances outstanding as at the year end :		
	Finance		

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	Non Convertible Debentures issued		
	- Kotak Securities Limited	18,196.84	18,191.33
	- BSS Microfinance Limited	10,242.01	5,039.63
	Other Securities		
	Outstanding receivable		
	- Kotak Securities Limited	1,617.21	-
	Other Receipts and Payments		
	Demat charges payable		
	- Kotak Securities Limited	0.21	0.24
	Service charges Receivable		
	- Kotak Mahindra Prime Limited	5.94	127.12
	- Kotak Infrastructure Debt Fund Limited	3.35	-
	Service charges Payable		
	- Kotak Securities Limited	-	0.11
	- Kotak Infrastructure Debt Fund Limited	-	0.70
	Insurance premium paid in advance		

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	- Kotak Mahindra General Insurance Company Limited	0.58	0.38
	- Kotak Mahindra Life Insurance Company Ltd	6.13	7.49
	Receivable towards Referral fee income		
	- Kotak Mahindra Capital Company Limited	59.13	-

(₹ in lakhs)

		March 31, 2024	March 31, 2023
III	Associate Company/Joint Ventures		
a)	Balances outstanding as at the year end :		
	Investments		
	Phoenix ARC Pvt Limited	6,100.50	6,100.50
IV	Entities over which relative of director has significant influence		
a)	Balances outstanding as at the year end :		
	Investments		
	Business Standard Private Limited	0.20	0.20
b)	Other Receipts and Payments		

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	Aero Agencies Limited		
	Fees on travel tickets purchased	2.42	0.69
	Prepayment to Service Provider	0.42	0.42
V	Key Management Personnel (KMP)		
	Remuneration		
	Mr. Amit Bagri	371.69	344.19

During the year following transaction were entered into with related parties in the ordinary course of business:

(₹ in lakhs)

Sr. No.	Particulars	March 31, 2022
I	Holding Company	
	-Kotak Mahindra Bank Limited	
a)	Transactions during the year :	
	FINANCE	
	Equity Shares Issuance	-
	ESOP Expenses (Refer note 37)	35.49
	Fixed Deposits Placed	8,81,750.00
	Fixed Deposits Repaid	8,81,750.00
	Interest Received on Fixed Deposits	475.96
	Corporate Bond purchased	
	Corporate Bond matured	
	Interest Received on Corporate Bond	
	Purchase of debenture	
	Borrowings availed	54,930.60
	Borrowings repaid	60,000.00
	Interest accrued on borrowing	1,460.74
	Payment of Interest accrued on borrowing	764.16



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	<b>OTHER RECEIPTS AND PAYMENTS</b>	
	Demat Charges	0.57
	Service Charges Received	50.40
	Expense reimbursements received.	-
	Expense reimbursements paid	215.34
	Share Service Cost	473.21
	Bank charges paid	0.23
	Royalty paid	189.79
	Interest on borrowings paid	1,028.07
	Referral fees paid	10.50
	Licence Fees paid	503.28
	Referral fees paid	10.50
	IPA Fees paid	2.00
	ARD fees	#N/A
	Bank Charges	#N/A
	Employee Liability transfer out	45.54
	Employee Liability transfer in	28.16
	Asset transferred in	6.21
	Asset transferred out	14.39
	Shared Services F & F Rent	-
b)	Balances outstanding as at the year end :	
	Particulars	
	Loans and advances in the nature of loans to subsidiaries	
	Loans and advances in the nature of loans to associates	
	Loans and advances in the nature of loans to firms/ companies in which directors are interested	
	Balance outstanding as at the year end :	
	<b>FINANCE</b>	
	Balance in current account	36,683.79
	Capital contribution from Parent	565.13
	Term Deposits Placed	45.05
	Interest accrued on Term Deposits placed	
	Borrowings	25,513.45
	Interest accrued on borrowing	-
	<b>OTHER RECEIPTS and PAYMENTS</b>	

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	Service charges payable	114.71
	Service charges receivable	13.49
	Referral Fees payable	#N/A
	Demat Charges Payable	0.67
	Fees payable / Charges payable / Other Payables	-
	Interest Accrued Payable on CIRS IRS FCIRS FRA	-
	* During the year, Rs. 7.48 lakhs (March 31, 2022: 36.52 lakhs) was charged to the Company's statement of profit or loss in respect of equity-settled share-based payments transactions with a corresponding increase being made to the capital contribution to the Company by the Parent.	
		(Amount in lakhs)
Sr. No.	Particulars	March 31, 2022
II	Fellow Subsidiaries	
a)	Transactions during the year :	
	FINANCE	
	Interest on Non Convertible Debentures/Inter Corporate Deposits	
	-Kotak Securities Limited	1,555.51
	Interest on Non Convertible Debentures	
	-Kotak Mahindra Capital Company Ltd.	119.43
	-BSS Microfinance Limited	-
	Interest paid on Non Convertible Debentures	
	-Kotak Mahindra Prime Limited	5.17
	Investment in Inter Corporate Deposits	
	-Kotak Mahindra Prime Limited	49,000.00
	Investment in Inter Corporate Deposits repaid	
	-Kotak Mahindra Prime Limited	49,000.00
	Interest received on Inter Corporate Deposits	
	- Kotak Mahindra Prime Limited	15.54
	INVESTMENTS	
	Inter Corporate Deposits issued	
	-Kotak Mahindra Prime Limited	
	Inter Corporate Deposits repaid	
	-Kotak Mahindra Prime Limited	
	Interest received on Inter Corporate Deposits	
	-Kotak Mahindra Prime Limited	

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	OTHER SECURITIES	
	Service Charges Received	
	-Kotak Mahindra Prime Limited	128.40
	-Kotak Infrastructure debt fund	16.50
	Documentation charges received	
	-Kotak Infrastructure Debt Fund Limited	
	Sharing of Fee Income	
	- Kotak Mahindra Capital Company Limited	-
	Service Charges Expenses	
	-Kotak Infrastructure Debt Fund Limited	-
	Brokerage paid	
	-Kotak Securities Limited	-
	Demat Charges paid	
	- Kotak Securities Limited	0.62
	License Fees Paid	
	- Kotak Securities Limited	7.86
	Insurance premium paid	
	- Kotak Mahindra General Insurance Company Limited	2.07
	- Kotak Mahindra Life Insurance Company Ltd.	4.77
	Expense reimbursement from other company	
	- Kotak Mahindra Prime Limited	-
	- Kotak Securities Limited	
	- Kotak Infrastructure Debt Fund Limited	-
	Expense reimbursement to other company	
	- Kotak Securities Limited	0.22
	- Kotak Mahindra Capital Company Limited	-
	Asset Transfer-in	
	-Kotak Mahindra Prime Limited	
	Employee Liability transfer in	
	-Kotak Infrastructure Debt Fund Limited	-
	- Kotak Investment Advisory Limited	-
	-Kotak Mahindra Prime Limited	
	-Kotak Securities Limited	
	Employee Liability transfer out	
	-Kotak Securities Limited	-
	- Kotak Mahindra Prime Limited	9.88
	-Kotak Infrastructure Debt Fund Limited	-
	- Kotak Mahindra Asset Management Company Limited	0.36

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	- Kotak Mahindra Capital Company Limited	-
	- Kotak Investment Advisory Limited	1.00
	Sale of Securities	
	- Kotak Securities Limited	11,661.17
	Payment of Interest accrued on NCDs Issued	
	- Kotak Securities Limited	1,555.50
	- Kotak Mahindra Capital Company Limited	414.28
	Payment of Interest accrued on ICD's Issued	
	- Kotak Mahindra Prime Limited	0.37
	Interest Accrued on NCDs Issued	
	- Kotak Securities Limited	1,555.51
	- Kotak Mahindra Prime Limited	-
	- Kotak Mahindra Capital Company Limited	135.39
	-BSS Microfinance Limited	-
	Interest Accrued on ICDs Issued	
	- Kotak Mahindra Prime Limited	-
	Issue of ICDs	
	- Kotak Mahindra Capital Company Limited	-
	- Kotak Mahindra Prime Limited	5,000.00
	Issue of NCDs	
	-BSS Microfinance Limited	-
	Repayment of NCDs	
	- Kotak Mahindra Capital Company Limited	4,800.00
	Repayment of ICDs	
	- Kotak Mahindra Prime Limited	9,000.00
	Asset Transfer-out	
	- Kotak Infrastructure Debt Fund Limited	-
	- Kotak Mahindra Prime Limited	-
	- Kotak Mahindra Capital Company Limited	-
	- Kotak Investment Advisory Limited	-
	Asset Transfer-In	
	- Kotak Infrastructure Debt Fund Limited	-
	- Kotak Mahindra Prime Limited	-
		(Amount in lakhs)
Sr. No.	Particulars	March 31, 2022

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b)	Balances outstanding as at the year end :	
	Balance outstanding as at the year end :	
	FINANCE	
	Non Convertible Debentures issued	
	- Kotak Securities Limited	18,194.67
	- Kotak Mahindra Prime Limited	-
	- Kotak Mahindra Capital Company Limited	-
	- BSS Microfinance Limited	-
	ICD's issued	
	- Kotak Mahindra Prime Limited	-
	Interest payable on Non Convertible Debentures	
	- Kotak Securities Limited	
	- BSS Microfinance Limited	
	OTHER SECURITIES	
	Outstanding Receivable	
	- Kotak Securities Limited	175.24
	OTHER RECEIPTS and PAYMENTS	
	Demat charges payable	
	- Kotak Securities Limited	0.26
	Service charges Receivable	
	- Kotak Mahindra Prime Limited	19.51
	- Kotak Mahindra Capital Company Limited	-
	- Kotak Infrastructure Debt Fund Limited	1.49
	Service charges Payable	
	- Kotak Securities Limited	1.44
	- Kotak Infrastructure Debt Fund Limited	-
	- Kotak Investment Advisory Limited	-
	- Kotak Mahindra Capital Company Limited	-
	Payable – Others	
	-Kotak Mahindra Prime Limited	-
	Insurance premium paid in advance	
	- Kotak Mahindra General Insurance Company Limited	0.64
	- Kotak Mahindra Life Insurance Company Ltd	10.55
	Insurance premium capitalised	
	-Kotak Mahindra General Insurance Company Limited	
	Receivable towards Insurance paid	
	- Kotak Mahindra General Insurance Company Limited	-

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	Receivable towards Fee sharing income	
	-Kotak Mahindra Capital Company Limited	
III	Associate Company/Joint Ventures	
a)	Transactions during the year :	
	Balances outstanding as at the year end :	
	INVESTMENTS	
	Investments -Phoenix ARC Pvt Limited	6,100.50
	-Matrix Business Services India Pvt Limited	
IV	Entities over which relative of director has significant influence	
a)	Transactions during the year :	
	COMMODITY DERIVATIVES	
	Purchases	
	-Kotak Commodity Services Private Limited	
	Sales	
	-Kotak Commodity Services Private Limited	
	Brokerage and other charges paid	
	-Kotak Commodity Services Private Limited	-
	OTHER RECEIPTS and PAYMENTS	
	Fees on travel tickets purchased	
	-Aero Agencies Limited	-
	Contribution to Corporate Social Responsibility	
	-Kotak Education Foundation	70.00
	Balances outstanding as at the year end :	
	INVESTMENTS	
	Investments -Business Standard Private Limited	0.20
	COMMODITY DERIVATIVES	
	Outstanding receivable -Kotak Commodity Services Private Limited	-
	OTHER RECEIPTS and PAYMENTS	
	Fees on travel tickets purchased - Aero Agencies Limited	-
	Outstanding Payable	
	-Aero Agencies Limited	
	Prepayment to Service Provider - Aero Agencies Limited	-

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V	Relatives of Key Management Personnel (KMP) - Mr Sumant Kathpalia	
a)	Transactions during the year :	
	Loan repaid	-
	Interest received	-
Sr. No.	B. Following balances were outstanding as at the year end :	(Amount in lakhs)
	Particulars	43,555.00
	I. Holding Company	
	Deposit towards appointment of Director	-
	IV. Entities over which relative of director has significant influence	
	V. Relatives of Key Management Personnel (KMP)	
	Sumant Kathpalia	
	Interest received	-
V	Key Management Personnel (KMP)	
	Remuneration	
	- Mr. Paritosh Kashyap	
	Mr. Amit Bagri	323.52

Terms and conditions of transactions with Related Party: The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

**Note 2: (a) Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of issue of private placement offer cum application letter**

Please refer to Section F of the General Information Document

**(b) Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)**

Rs. In Lakhs

Particulars	FY 2024-23	FY 2022-23	FY 2021-22
Dividend declared on equity shares	Nil	Nil	Nil
Interest coverage ratio (Profit after tax plus Interest / Interest)	1.91	2.16	2.53

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**(c) Summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of private placement offer cum application letter**

Please refer to Section F of the General Information Document

Note 3: Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of issue of private placement Offer cum application letter:

Please refer to Section F of the General Information Document

**PART B– APPLICATION LETTER\***

(To be filed by the Applicant)

- (i) Name: As per the PAS-4 to the relevant Key Information Document(s)
- (ii) Father's name: As per the PAS-4 to the relevant Key Information Document(s)
- (iii) Complete Address including Flat/House Number, street, Locality, pin code: As per the PAS-4 to the relevant Key Information Document(s)
- (iv) Phone number, if any: As per the PAS-4 to the relevant Key Information Document(s)
- (v) email ID, if any: As per the PAS-4 to the relevant Key Information Document(s)
- (vi) PAN Number: As per the PAS-4 to the relevant Key Information Document(s)
- (vii) Bank Account Details: As per the PAS-4 to the relevant Key Information Document(s)
- (viii) Tick whichever is applicable: As per the PAS-4 to the relevant Key Information Document(s)

- (a) The applicant is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares / securities:

- (b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares and the same has been obtained, and is enclosed herewith:

Signature

Initial of the Officer of the company designated to keep the record

\*Addressed applicants may please send the dully filled and signed Application Form (enclosed as Annexure) to our corporate office address- Kotak Mahindra Investments Limited, Godrej 2, 10<sup>th</sup> Floor, Pirojshanagar, Vikrholi East Mumbai- 400079

**A DECLARATION BY THE DIRECTORS THAT - (a) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder; (b) the compliance with the said Act and the rules made thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the**



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**Central Government; (c) the monies received under the offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter;**

I am authorised by the Board of Directors of the Company vide resolution number (2\2024-2025) dated 28<sup>th</sup> May 2024 to sign this form and declare that all the requirements of the 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 all the required attachments have been completely, correctly, and legibly attached to this form.

Signed

The image shows a handwritten signature in black ink, which appears to be 'H. C. V. 2024'. To the right of the signature is a circular stamp or seal, partially obscured by the signature. The stamp contains some illegible text, possibly a company name or official designation.

**Date: 17<sup>th</sup> October 2024**

**Place: Mumbai**

**Attachments:-**

- Copy of Board resolution:
- Copy of shareholders resolution:
- Terms of Issue
- Valuation Report (if applicable)
- Application Form
- Cash Flow Statements

General Information Document Date: 17<sup>th</sup> October, 2024

General Information Document

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## **ANNEXURE VI**

### **BOARD RESOLUTION AND THE SHAREHOLDER RESOLUTION**

[Attached]

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## **ANNEXURE VII**

### **IN-PRINCIPLE APPROVAL OF STOCK EXCHANGE**

[Attached]