

MEANT FOR USE OF THE ADDRESSEE ONLY



Kotak Mahindra Investments Limited

Registered Office: 27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051
Tel. No.022-66481736, Fax No. 022-67594922, website: <http://www.kmil.co.in/index.html>

Corporate Office: 1st Floor, Vinay Bhavya Complex, 159-A, CST Road,
Kalina. Santacruz (East), Mumbai - 400 098.
Tel. No. 022-67594924, Fax No. 022-67594922

Shelf Disclosure Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 6, 2008, as amended vide Circular No. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and private placement offer letter as per PAS-4 (Pursuant to section 42 of the Companies Act 2013 and rule 14(1)of Companies (Prospectus and Allotment of Securities) Rules , 2014

Issued by Kotak Mahindra Investments Limited (The "Company" or the "Issuer")) of Secured, Redeemable, Non-Convertible Debenture with a face value of Rs. 10,00,000/- each (Rupees Ten Lacs only) (The "Debentures" or "NCDS"), for a total issue size of Rs. 38.50 crores (The "Issue") on Private Placement basis.

GENERAL DISCLAIMER:

This Shelf Disclosure is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures to be issued by Kotak Mahindra Investments Limited (the "Issuer"). This Schedule is for the exclusive use of the institutions to whom it is delivered and it should not be circulated or distributed to third parties. It cannot be acted upon by any person other than to whom it has been specifically addressed. Multiple copies hereof given to the same entity shall be deemed to be offered to the same person. No document in relation to the Issuer or this issue of Debentures has been delivered for registration to any authority.

Each series of Debentures offered pursuant to this Shelf Disclosure shall be subject to the terms and conditions pertaining to the Debentures outlined hereunder as modified / supplemented by the terms of the respective term sheets filed with the Stock Exchange in relation to such series and other documents in relation to such issuance. The terms and conditions contained in this Shelf Disclosure shall be read in conjunction with the provisions (as may be mutually agreed between the issuer and respective debenture holders from time to time) contained in the respective Term Sheet(s), and in case of any repugnancy, inconsistency or where there is a conflict between the terms and conditions as are stipulated in the respective Term Sheets on one hand, and the terms and conditions in the Shelf Disclosure (and necessary addendums to the Shelf Disclosure) on the other, the provisions contained in the Term Sheets shall prevail over and override the provisions of the Shelf Disclosure (and necessary addendums to the Shelf Disclosure) for all intents and purposes.

GENERAL RISK:

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved. The Debentures have not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document.

A handwritten signature in black ink, appearing to be a stylized 'A' or similar character, located at the bottom of the page.

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

DEFINITIONS

Addendum	A periodic statement detailing changes to the Schedule.
Act/Companies Act	The Companies Act, 2013 as amended from time to time.
Debentures	Debenture means Redeemable, Non-Convertible Debentures.
Debenture holder	The holders of the Debentures issued by the Company from time to time.
Depository	National Securities Depository Limited. (NSDL) and/or Central Depository Services Limited (CDSL).
Issue	Private Placement of Non-Convertible Debentures of the face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, to be issued in one or more tranches, aggregating to Rs.38,50,00,000/- (Rupees Thirty Eight Crores Fifty Lakhs Only).
Issuer / Company / KMIL	Kotak Mahindra Investments Limited, a public limited company incorporated under the Companies Act.
Registered Office	Registered Office of the Company at 27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051.
SEBI	Securities and Exchange Board of India constituted under The Securities and Exchange Board of India Act, 1997 (as amended from time to time).
Share Capital	Share Capital means equity share capital of the Company and include preference share capital issued/to be issued by the Company.
Schedule	This Schedule through which the Debentures are being offered for private placement.
Stock Exchange	Bombay Stock Exchange Limited.
Term sheet	The Term Sheet relating to each issue and allotment of Debentures pursuant to this Schedule from time to time, which shall contain the detailed terms and conditions of the issue of such Debentures.
Trustees	Trustees for the debenture holders

ABBREVIATIONS USED

AFC	Asset Finance Company
BSE	Bombay Stock Exchange Limited
BL	Bank Loan
CC	Cash Credit
CDSL	Central Depository Services Limited
CRISIL	Credit Rating Information Services of India Limited
DP	Depository Participant
DP- ID	Depository Participant Identity Number
FCII	Ford Credit International Inc. USA
FI	Financial Institutions
FII	Foreign Institutional Investors
FY	Financial Year
GDP	Gross Domestic Product
ICRA	Information and Credit Rating Agency of India Limited
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory Development Authority of India
Issuer / Company / KMIL	Kotak Mahindra Investments Limited
KMBL	Kotak Mahindra Bank Limited
KYC	Know Your Customer
MUV	Multi Utility Vehicle
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NCD	Non-Convertible Debentures and/or Subordinated Debt Bonds in the nature of Promissory Note(s) and/or Debenture(s) ('Bonds') (Tier II capital)
NPAs	Non-Performing Assets
NRI(s)	Non Resident Indian(s)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlements
SEBI	Securities and Exchange Board of India
WCDL	Working Capital Demand Loan

Cautionary Note

This Schedule is not intended to provide the sole basis of any credit decision or other evaluation and should not be considered as a recommendation that any recipients of this Schedule should invest in the Debentures proposed to be issued by the Issuer. Each potential investor should make its own independent assessment of the investment merit of the Debentures and the Issuer. Potential 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 and should possess the appropriate resources to analyze such investment and the suitability of such investment to such investor's particular circumstance.

This Schedule is made available to potential investors on the strict understanding that it is confidential. Recipients shall not be entitled to use any of the information otherwise than for the purpose of deciding whether or not to invest in the Debentures.

No person including any employee of the Issuer has been authorized to give any information or to make any representation not contained in this Schedule. Any information or representation not contained herein must not be relied upon as having being authorized by or on behalf of the Issuer. Neither the delivery of this Schedule at any time nor any statement made in connection with the offering of the Debentures shall under the circumstances imply that any information / representation contained herein is correct at any time subsequent to the date of this Schedule.

The distribution of this Schedule or the application forms and the offer, sale, pledge or disposal of the Debentures may be restricted by law in certain jurisdictions. This Schedule does not constitute an offer to sell or an invitation to subscribe to the Debentures in any jurisdiction to any person to whom it is unlawful to make such offer or invitation in such jurisdiction. Persons into whose possession this Schedule comes are required by the Issuer to inform them about and observe any such restrictions. The sale or transfer of these Debentures outside India may require regulatory approvals in India, including without limitation, the approval of the RBI.

RISK FACTORS

Internal Risk Factors

1. Operational and System Risk

The Company is faced with operational and system risk as a result of a range of factors viz. improper authorizations, inappropriate documentation, failure in maintenance of proper security policies, frauds, inadequate training and employee errors. Further, the security risk in terms of handling information technology related products involves certain risks like data loss, confidentiality, and business continuity and network security.

2. Contingent liabilities of the Company as on September 30, 2014

Claims against the Company as at September 30, 2014 aggregating to Rs.2,41,000/- not acknowledged as debts. Contingent Liability in respect of open positions of Derivative contracts outstanding as on September 30, 2014 Rs.1,26,89,700.

External Risk Factors

1. Market Risk (Product Demand)

The Company also loans against marketable securities and corporate loans. The overall demand for the Company's products is linked to macro-economic parameters like GDP growth, stock market activity levels and overall demand for credit. Any adverse movement in these factors will have an adverse impact on the business of the Company. The performance may also be affected by political / economic developments and natural disasters like earthquake, flood, drought, etc. These factors may affect the finance industry as well as the recovery of dues from the customers..

2. Market Risk (Competition)



The Company operates in a highly competitive environment resulting in a pressure on the spreads earned by the Company.

3. Credit Risk

Being a financial intermediary, the Company faces credit risk of default by the customers.

4. Interest rate / Liquidity Risk

The economic value of the Company's assets and liabilities are affected by variations in market interest rate. Further, the liquidity risk is the potential inability of the Company to meet its liabilities as they become due.

5. Legal and Statutory Risk

The Company is regulated by RBI and is required to comply with statutory enactment's including the Companies Act, The RBI Act, 1934 and the regulations, guidelines and prudential norms issued by RBI thereunder, SEBI guidelines, as applicable, and other applicable laws and regulations.

6. Litigations

There are no Litigations against the Company or the Company's Directors.

7. Change in Management Personnel

Turnover of key management personnel and impact on day to day working of the Company.



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SECTION A: ISSUER INFORMATION

a. NAME AND ADDRESS OF THE FOLLOWING:

i. NAME AND ADDRESS OF THE REGISTERED OFFICE:

Kotak Mahindra Investments Limited
(Formerly known as Hamko Financial Services Limited)
27 BKC, C 27, G Block,
Bandra Kurla Complex, Bandra(E),
Mumbai-400051.
Website : www.kmil.co.in

ii. NAME AND ADDRESS OF THE MUMBAI OFFICE:

Kotak Mahindra Investments Limited
1st Floor, Vinay Bhavya Complex,
159-A, CST Road, Kalina. Santacruz (East),
Mumbai - 400 098.
Tel. No. 022-67594924, Fax No. 022-67594922

iii. COMPLIANCE OFFICER:

Mr. Pankaj Gupta
1st Floor, Vinay Bhavya Complex,
159-A, CST Road, Kalina. Santacruz (East),
Mumbai – 400 098.
Tel. No. 022-67594903, Fax No. 022-67584922
Email id: pankaj.r.gupta@kotak.com
Investor Grievance Email id : pankaj.r.gupta@kotak.com

iv. HEAD ACCOUNTS:

Mr. Pankaj Gupta

v. ARRANGER:

As mentioned in the applicable Term Sheet of the investor.

vi. DEBENTURE TRUSTEES:

Axis Trustee Services Ltd
2nd Floor - E, Axis House,
Bombay Dyeing Mill Compound,
Panduranga Budhkar Marg,
Worli, Mumbai - 400 025

vii. REGISTRAR TO THE ISSUE:

Link Intime India Private Limited.
C – 13, Pannalal Silk Mills compound,
L.B.S. Marg, Bhandup (W),
Mumbai – 400 078
Tel. No. 022-2596 3838, Fax No. 022-2594 6979,
website: www.linkintime.co.in
Email: isrl@intimespectrum.com



viii. CREDIT RATING AGENCIES:

- a. CRISIL Limited.
CRISIL House,
Central Avenue,
Hiranandani Business Park,
Powai, Mumbai - 400 076
- b. ICRA Limited.
Electric Mansion, 3rd Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025.

ix. AUDITORS:

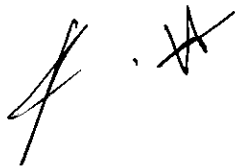
M/s V. C. Shah and Co.
Chartered Accountants
(Registration No.109818W)

b. BRIEF SUMMARY OF THE BUSINESS/ ACTIVITIES AND LINE OF BUSINESS:

i. OVERVIEW:

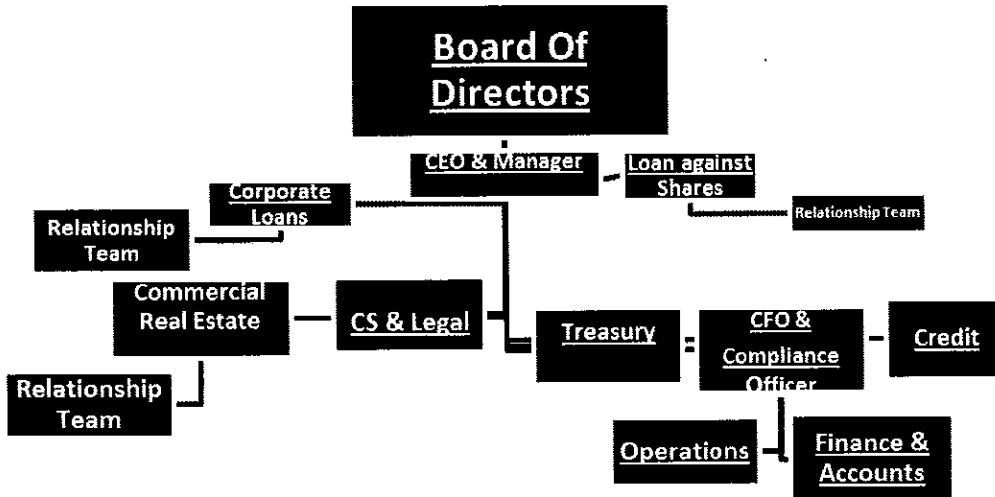
The Company was incorporated under the name of Hamko Financial Services Limited (HFSL) on 5th July, 1988 and it obtained the certificate of Commencement of Business on 13th July, 1988. The erstwhile Kotak Mahindra Investments Limited was merged with HFSL with effect from 7th January, 2002 in terms of 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 has leveraged on the Kotak Group expertise and offers loans against marketable securities and corporate loans.



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ii. CORPORATE STRUCTURE:



iii. KEY OPERATIONAL AND FINANCIAL PARAMETERS FOR THE LAST THREE AUDITED YEARS:

Rs. in Lacs

Parameters	As at March 31, 2014 (Audited)	As at March 31, 2013 (Audited)	As at March 31, 2012 (Audited)
Net Worth	43,589.43	30,384	26,958.37
Total Debt	1,25,864.31	63,307.41	52,799.42
Of which – Non Current Maturities of Long Term Borrowing	35,763.43	11,991.24	15,781.06
- Short Term Borrowing	73,088.75	42,433.62	37,018.36
- Current Maturities of Long Term Borrowing	17,012.14	8,882.55	0.00
Net Fixed Assets	67.77	86.18	35.31
Non- Current Assets	42,204.59	4,317.57	8,146.93
Cash and Cash Equivalents	8,352.40	8,665.22	1,230.67
Current Investments	0.00	0.00	0.00
Non-Current Investments	9,760.50	3,759.37	7,664.86
Current Assets (incl Loans & Adv)	1,22,388.69	82,881.00	71,915.14
Non-Current Assets (incl Loans & Adv and DTA)	42,835.17	5,093.23	9,115.61
Current Liabilities	93,530.41	53,681.74	38,450.91
Non-Current Liabilities	36,456.43	12,573.71	16,852.14
Assets Under Management	1,61,233.12	83,513.65	73,741.85
Off Balance Sheet Assets	-	-	-
Interest Income	14,249.29	10,301.97	11,072.33
Interest Expense	6,680.52	5,372.85	6,328.01
Provisioning & Write-offs	513.63	-150.30	580.65
Profit Before Tax	6439.83	4598.20	2726.07
PAT	4,205.42	3,356.74	1,525.13
Gross NPA(%)	0.93%	2.26%	4.33%
Net NPA(%)	0.45%	1.66%	1.99%
Tier I Capital Adequacy Ratio (%)	26.02%	33.94%	31.72%
Tier II Capital Adequacy Ratio (%)	0.25%	0.23%	0.21%

DEBT EQUITY RATIO PRIOR TO AND AFTER ISSUE:

The debt equity ratio as on September 30, 2014 is 3.50:1; The debt equity ratio is expected to be 5:1 by March 2015.

iv. PROJECT COST AND MEANS OF FINANCING:

Not Applicable

c. BRIEF HISTORY OF THE ISSUER SINCE ITS INCORPORATION AND DETAILS OF ACTIVITIES

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BRIEF HISTORY OF THE COMPANY

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 current shareholding composition is as follows:
Kotak Mahindra Bank Limited and its nominees (100 %)

DETAILS OF ACTIVITIES

The Company is a wholly owned subsidiary of the Kotak Mahindra Bank Ltd. It is registered as a Non-Banking Financial Company with Reserve Bank of India. The company is engaged in providing finance for loan against securities, corporate loans, developer funding and such other activities as holding long term strategic investments. The company has also purchased stressed portfolios from other financial institutions under the RBI guidelines. Strong credit and collateral value monitoring mechanism put in place by the Company ensures minimum credit losses in this business. The Company's strategy has been of continuous product innovation coupled with tight control on credit quality and effective risk management. The operating team of the Company is confident of maintaining the growth momentum along with superior quality of loan portfolio.

DETAILS OF BRANCHES / OFFICES

Sr.No.	Branch / Office Address	City	State
1	1st Floor, Vinay Bhavya Complex, 159-A, CST Road, Kalina, Santacruz (E), Mumbai 400098	Mumbai	Maharashtra
2	1st Floor, Nirlon House, Worli, Mumbai - 400018	Mumbai	Maharashtra
3	Apeejay House, 7th Floor, Block "C", 15, Park Street, Kolkata - 700016	Kolkata	West Bengal
4	2nd Floor W, 6-3-1109/1, Jewel Pawani Tower, Raj Bhavan Road, Somajiguda, Hyderabad - 500082	Hyderabad	Andhra Pradesh
5	4th Floor, Shop No. 1 to 26, Siddhi Vinayak Complex, Shivranjani Char Rasta, Satellite, Ahmedabad : 380 009.	Ahmedabad	Gujarat
6	10th Floor, Capitale, Anna Salai, Chennai : 600 018	Chennai	Tamil Nadu
7	102, & 601-610, 1st Floor & 6th Floor, Ambadeep Building, 14, G.K.Marg, New Delhi - 110001	New Delhi	New Delhi
8	Unit No. 112 to 120, First Floor, Sohrab Hall, CST No. 21, Sasoon Road, Pune : 411001	Pune	Maharashtra

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9	3rd Floor, Umiya Landmark, Kasturba Road, Bangalore : 560001	Bangalore	Karnataka
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i. SHARE CAPITAL OF THE COMPANY AS ON SEPTEMBER 30, 2014:

Share Capital	Rs.
Authorized Share Capital	70,00,00,000.00
Issued, Subscribed and Paid-up Share Capital	4,64,17,170.00


Size of present issue: Nil

ii. CAPITAL STRUCTURE AS ON SEPTEMBER 30, 2014 AND FOR THE LAST FIVE YEARS:

Quarter End/ Year End	Date of Allotment	Rs.	Particulars
30.09.2014	No change	46417170	
30.06.2014	14.06.2014	46417170	681601 shares issued at issue price of Rs.1100/- per share at premium of Rs. 1090/- per share
31.03.2014	No change	39601160	
31.12.2013	22.11.2013	39601160	500000 shares issued at issue price of Rs.1000/- per share at premium of Rs. 990/- per share
30.06.2013	08.05.2013	34601160	409836 shares issued at issue price of Rs.976/- per share at premium of Rs. 966/- per share
31.03.2013	No change	30502800	
31.03.2012	No change	30502800	
31.03.2011	No change	30502800	
31.03.2010	No change	30502800	

iii. EQUITY SHARE CAPITAL HISTORY OF THE COMPANY AS ON SEPTEMBER 30, 2014:

Quarter End/ Year End	Date of Allotment	No of Equity Shares	Face Value (₹)	Issue Price (₹)	Consideration (Cash, other than cash etc)	Nature of Allotment	Cumulative			Remarks
							No of equity shares	Equity Share Capital (₹)	Equity Share Premium (₹)	
30.09.1988	06.07.1988	70	10	10	Cash	Subscribers to the Memorandum & Articles of Association	70	700		
31.03.1991	15.02.1991	100	10	10	Cash	Rights issue to Kotak Mahindra Finance Ltd.	170	1700		
30.06.1997	05.04.1997	2500000	10	10	Cash	Rights issue to Kotak Mahindra Finance Ltd.	2500170	25001700		
31.03.2002	08.01.2002	550110	10			Allotted to Kotak Mahindra Finance	3050280	30502800		

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						Ltd. & its nominees, pursuant to Scheme of Amalgamation				
31.03.2002	26.03.2002	24402240	10			Bonus issue to Kotak Mahindra Finance Ltd. & its nominees	27452520	274525200		
30.09.2002	06.08.2002	3050280	10			Issued to Kotak Mahindra Finance Ltd. & its nominees pursuant to reduction in capital	3050280	30502800		
30.06.2013	08.05.2013	409836	10	976	Cash	Rights Issue to Kotak Mahindra Bank Ltd.	3460116	34601160	395901576	
31.12.2013	22.11.2013	500000	10	1000	Cash	Rights Issue to Kotak Mahindra Bank Ltd.	3960116	39601160	495000000	
30.06.2014	14.06.2014	681601	10	1100	Cash	Rights Issue to Kotak Mahindra Bank Ltd.	4641717	46417170	742945090	

iv. DETAILS OF ACQUISITION OR AMALGAMATION IN THE LAST 1 YEAR:

None

v. DETAILS OF ANY REORGANIZATION OR RECONSTRUCTION IN THE LAST 1 YEAR:

None

d. DETAILS OF THE SHAREHOLDING OF THE COMPANY AS ON SEPTEMBER 30, 2014:

i. SHAREHOLDING PATTERN OF THE COMPANY AS ON SEPTEMBER 30, 2014:

Sr. No.	Particulars	Total No 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)	46,41,717	-	100

ii. LIST OF TOP TEN HOLDERS OF EQUITY SHARES OF THE COMPANY AS ON SEPTEMBER 30, 2014:

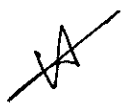
Sr. No.	Name of the Shareholders	Total No of Equity Shares	No of Shares in demat form	Total Shareholding as % of total no of equity shares
1	Kotak Mahindra Bank Limited (along with KMBL nominees)	46,41,717	-	100

e. DETAILS REGARDING THE DIRECTORS OF THE COMPANY:

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

i. DETAILS OF CURRENT DIRECTORS OF THE COMPANY:

Name	Designation	DIN	Date of Birth	Address	Director of the Company since	Details of other directorship
Mr. Uday Kotak	Chairman	00007467	15/3/1959	62, NCPA Apartments, Dorabjee Tata Marg, Nariman Point, Mumbai – 400 021.	1/10/2013	<ul style="list-style-type: none"> • Kotak Mahindra Bank Limited • Kotak Securities Limited • Kotak Mahindra Asset Management Company Limited • Kotak Mahindra Capital Company Limited • Kotak Mahindra Old Mutual Life Insurance Limited • Kotak Mahindra Prime Limited • Kotak Forex Brokerage Limited • Kotak Mahindra Investments Limited • The Mahindra United World College of India –Governing member (section 25 company) • Indian Council for research on International Economic Relations- Member Board of Governors • National Institute of securities Markets- Member Board of Governors
Mr. Dipak Gupta	Director	00004771	13/2/1961	Flat No. 32, A-wing, Tanna Residency, 392, Veer Savarkar Marg, Opp. Siddivinayak Temple, Mumbai 400025	2/3/2000	<ul style="list-style-type: none"> • Kotak Mahindra Bank Limited • Kotak Mahindra Prime Limited • Kotak Mahindra Investments Limited • Kotak Forex Brokerage Limited • Kotak Mahindra Capital Company Limited • Kotak Mahindra Old Mutual Life Insurance Limited
Mr. Arvind Kathpalia	Director	02630873	19/3/1958	Flat No.24, 12 th floor, Sonmarg, 67B, Napean Sea Road, Mumbai-400006	1/10/2013	<ul style="list-style-type: none"> • Kotak Mahindra Prime Limited • Kotak Mahindra Investments Limited
Mr. Jaideep Hansraj	Director	02234625	14/7/1965	101, Mount Pleasant, 586 A, Lady Jehangir Road, 5	18/6/2008	<ul style="list-style-type: none"> • Kotak Mahindra Investments Limited

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

				Gardens, Matunga East, Mumbai 400 019		
Mr. K.V. S. Manian	Director	00031794	05/10/1961	31/32, Solitaire, Central Avenue Road, Santacruz (West), Mumbai 400054	21/4/2014	<ul style="list-style-type: none"> • Kotak Mahindra Investments Limited • Kotak Mahindra Prime Limited • Kotak Mahindra Financial Services Limited • Kotak Securities Limited

ii. DETAILS OF CHANGE IN DIRECTORS SINCE LAST THREE YEARS:

Name	Designation	DIN	Date of Appointment/ Resignation	Director of the Company since (in case of resignation)	Remark
Mr. Uday Kotak	Director	00007467	1/10/2013		
Mr. Dipak Gupta	Director	00004771	2/3/2000		
Ms. Shanti Ekambaram	Director	00004889	21/4/2014	1/10/2013	
Mr. Arvind Kathpalia	Director	02630873	1/10/2013		
Mr. C. Jayaram	Director	00012214	1/10/2013	14/11/2005	
Mr. Jaimin Bhatt	Director	00003657	1/10/2013	23/12/2002	
Mr. Narayan S. A.	Director	00007404	1/10/2013	09/04/2010	
Mr. Sachin Samant	Director	06373077	1/10/2013	05/09/2012	
Mr. Jaideep Hansraj	Director	02234625	18/6/2008		
Mr. K.V. S. Manian	Director	00031794	21/4/2014		

f. DETAILS REGARDING THE AUDITORS OF THE COMPANY:

i. DETAILS OF THE AUDITORS OF THE COMPANY:

Name	Address	Auditor Since
V. C. Shah and Co. Chartered Accountants	Rajgir Chambers, 3rd Floor, 12-14, Shahid Bhagat Singh Road, Opp. Old Custom House, Mumbai 400001.	Since the inception of the Company

ii. Details of change in auditor since last three years:

There has been no change in the auditors of the company since the last three years.

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

g. DETAILS OF BORROWINGS OF THE COMPANY, AS ON SEPTEMBER 30, 2014:

i. DETAILS OF SECURED LOAN FACILITIES:-

Lender's name (As on 30.06.2014)	Type of facility	Amt sanctioned (In crs)	Pricipal Amt outstanding (In crs)	Repayment date/Schedule	Security
Citibank, N.A.	BL	10	NIL	N.A.	Refer Note 1 below
Kotak Mahindra Bank	BL	15	NIL	N.A.	Refer Note 2 below
Bank of Baroda	BL	275	NIL	N.A.	Refer Note 1 below

Note 1: The Facilities and all monies due from Kotak Mahindra Investments Limited shall be secured by either a first parri passu charge over the Borrower's Assets or Cash Collateral

Note 2: Cash Collateral

ii. DETAILS OF UNSECURED LOAN FACILITIES:

None

iii. DETAILS OF NCDs:

Debenture series	Tenor	Coupon	Amount (In crs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
KMIL/2011-12/073	1080	10.50%	12.00	08-Nov-11	23-Oct-14	CRISIL	Secured	Ref. Note 1
KMIL/2011-12/078	1096	10.25%	10.00	27-Jan-12	27-Jan-15	CRISIL	Secured	Ref. Note 1
KMIL/2011-12/080	1090	10.15%	15.00	15-Feb-12	09-Feb-15	CRISIL	Secured	Ref. Note 1
KMIL/2011-12/081	1090	10.15%	15.00	15-Feb-12	09-Feb-15	ICRA	Secured	Ref. Note 1
KMIL/2011-12/083	1095	10.20%	10.00	06-Mar-12	06-Mar-15	ICRA	Secured	Ref. Note 1
KMIL/2013-14/02	506	10.6523%	40.00	27-Nov-2013	17-Apr-2015	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/03	1094	10.50%	25.00	27-Nov-2013	25-Nov-16	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/04	1094	10.50%	25.00	27-Nov-2013	25-Nov-16	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/05	495	10.6532%	50.00	04-Dec-13	13-Apr-15	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/06	1094	10.50%	10.00	04-Dec-13	02-Dec-16	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/07	1094	10.50%	15.00	04-Dec-13	02-Dec-16	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/08	1094	10.50%	25.00	04-Dec-13	02-Dec-16	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/09	478	9.90%	7.00	07-Jan-14	30-Apr-15	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/10	1096	9.39%	40.00	17-Jan-14	17-Jan-17	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/11	1096	9.39%	40.00	17-Jan-14	17-Jan-17	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/12	718	9.39%	20.00	21-Mar-14	08-Mar-16	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/13	1070	10.40%	6.00	21-Mar-14	23-Feb-17	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/14	804	10.40%	50.00	21-Mar-14	02-Jun-16	CRISIL	Secured	Ref. Note 1
KMIL/2013-14/15	367	10.00%	25.00	21-Mar-14	23-Mar-15	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/001	736	9.85%	73.00	28-Jul-14	02-Aug-16	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/002	735	9.70%	12.10	05-Aug-14	09-Aug-16	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/003-A	457	9.5809%	2.00	13-Aug-14	13-Nov-15	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/003-B	457	9.5809%	3.00	13-Aug-14	13-Nov-15	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/003-C	457	9.5809%	1.00	13-Aug-14	13-Nov-15	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/003-D	457	9.5809%	10.00	13-Aug-14	13-Nov-15	CRISIL	Secured	Ref. Note 1

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

KMIL/2014-15/004	1100	9.57%	26.00	29-Sep-14	03-Oct-17	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/005	742	9.57%	12.00	29-Sep-14	10-Oct-16	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/006	1114	9.57%	9.30	29-Sep-14	17-Oct-17	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/007	729	9.57%	7.50	29-Sep-14	27-Sep-16	CRISIL	Secured	Ref. Note 1
KMIL/2014-15/008	742	9.57%	10.00	29-Sep-14	10-Oct-16	CRISIL	Secured	Ref. Note 1
KMIL-GLD-SeriesII	1187	Linked to the Movement of GOLD futures contract trading on the Multi Commodity Exchange of India Limited	5.00	10-Aug-12	10-Nov-15	CRISIL	Secured	Ref. Note 1

Notes :

1.The Debenture shall be secured by way of first pari-passu charge in terms of the registered Debenture Trust Deed dated December 21, 2009 on:-

Flat No.F/401, Bhoomi Classic, Link Road, Opposite Life Style Malad (West) Mumbai 400064 measuring 340 sq.ft. (built up) situated at C.T.S. No. 1406G – 1/B, at village Malad, Taluka Borivali, Malad (West) Mumbai 400064 within the registration district of Bombay City and Bombay Suburban in the state of Maharashtra, and Current Assets and Investments.

iv. LIST OF TOP 10 DEBENTURE HOLDERS (as on 30th September, 2014)

Sr. No.	Name of NCD Holders	Amount (Rs. In Crs)
1	Birla Mutual Fund	100
2	UTI Postal	90
3	SBI Postal	80
4	Prudential ICICI Mutual Fund	73
5	Reliance Mutual Fund	63.50
6	UTI Mutual Fund	63.10
7	L&T Mutual Fund	40
8	Deutsche Mutual Fund	32
9	TATA Mutual Fund	21.30
10	Aegon Religare Life Insurance Company Limited	10
11	Famy Care Ltd	10
12	UIIC	10

v. THE AMOUNT OF CORPORATE GUARANTEE ISSUED: None

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

vi. DETAILS OF COMMERCIAL PAPER (as on 30th September, 2014)

Maturity date	Maturity Value (Rs. In crs)
07.10.2014	7
08.10.2014	50
13.10.2014	25
22.10.2014	30
30.10.2014	50
31.10.2014	25
10.11.2014	25
11.11.2014	50
17.11.2014	14
20.11.2014	50
28.11.2014	75
04.12.2014	50
08.12.2014	50
12.12.2014	50
16.12.2014	32
22.12.2014	6.50
29.12.2014	50
02.01.2015	25
14.01.2015	50
30.01.2015	75
13.02.2015	50
16.02.2015	50
20.02.2015	50
27.02.2015	55
09.03.2015	50
10.03.2015	25
17.03.2015	25
25.03.2015	25
20.04.2015	17.50
23.04.2015	16
06.05.2014	12
07.05.2015	13.60
13.05.2015	22
20.05.2015	42
26.05.2015	10.30
08.06.2015	22.50
15.06.2015	35
15.07.2015	25

vii. DETAILS OF REST OF THE BORROWING (hybrid debt like FCCB, Optionally Convertible Debentures) as on September 30, 2014: None

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

- viii. DETAILS OF ALL DEFAULTS AND DELAY IN PAYMENTS OF INTEREST AND PRINCIPAL OF ANY KIND OF TERM LOANS, DEBT SECURITIES AND OTHER FINANCIAL INDEBTEDNESS INCLUDING CORPORATE GUARANTEE ISSUED BY THE COMPANY, IN THE PAST 5 YEARS:

None

- ix. DETAILS OF ANY OUTSTANDING BORROWINGS TAKEN/DEBT SECURITIES ISSUED WHERE TAKEN/ISSUED (i) FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART , (ii) AT A PREMIUM OR DISCOUNT, OR (iii) IN PURSUANCE OF AN OPTION:

The Issuer has not issued any debt securities: (i) for consideration other than cash, whether in whole or part; (ii) at a premium or discount (iii) in pursuance of an option.

The Issuer has issued the following securities at a premium as at September 30, 2014:

Nil.

h. DETAILS OF PROMOTERS OF THE COMPANY:

- i. DETAILS OF PROMOTER HOLDING IN THE COMPANY AS ON SEPTEMBER 30, 2014:

Sr. No.	Name of the Shareholders	Total No. of Equity Shares	No. of shares in demat form	Total shareholding as % of total no of equity shares	No of shares pledged	% of shares pledged with respect to shares owned
1	Kotak Mahindra Bank Limited (along with KMBL nominees)	46,41,717		100%	-	-
		46,41,717				

- i. DETAILED AUDITED FINANCIAL INFORMATION FOR LAST THREE YEARS:

The detailed Profit and Loss statement, Balance Sheet and Auditor's Report is available at <http://ir.kotak.com/annual-reports>

- j. LATEST AUDITED/ LIMITED REVIEW HALF YEARLY FINANCIAL INFORMATION:

Kotak Mahindra Investments Limited

Balance Sheet as at September 30, 2014

EQUITY AND LIABILITIES	As at 30th September 2014 (Audited) Rs. in lakhs	As at 31st March 2014 (Audited) Rs. in lakhs	As at 30th September 2013 (Audited) Rs. in lakhs
1. Shareholders' Funds			

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

(a) Share Capital	464.17	396.01	346.01
(b) Reserves and Surplus	54,808.06	43,193.41	35,615.72
2. Non-current Liabilities			
(a) Long-Term Borrowings	40,147.62	35,763.43	6,652.68
(b) Other Long Term Liabilities	1,904.38	393.36	789.74
(c) Long-Term Provisions	381.55	299.65	87.08
3. Current Liabilities			
(a) Short-Term Borrowings	1,34,906.88	73,088.75	24,526.15
(b) Trade Payables	40.57	144.99	42.03
(c) Other Current Liabilities	21,110.78	19,085.19	14,297.32
(d) Short-Term Provisions	1,735.38	1,211.48	1,051.06
TOTAL	2,55,499.39	1,73,576.27	83,407.79
ASSETS			
1. Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	66.04	67.77	72.81
(b) Non-Current Investments	9,623.57	9,760.50	3,760.50
(c) Deferred Tax Assets (net)	613.80	562.81	869.30
(d) Long-Term Loans and Advances	54,385.76	32,444.10	124.56
2. Current Assets			
(a) Trade Receivables	376.52	112.16	199.02
(b) Cash and Bank Balances	11,496.88	8,352.40	3,900.89
(c) Current Investments	1,530.00		
(d) Short-Term Loans and Advances	1,76,910.70	1,22,142.19	74,231.23
(e) Other Current Assets	496.12	134.34	249.48
TOTAL			

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

	2,55,499.39	1,73,576.27	83,407.79
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Statement of Profit and Loss

	For the period ended 30th September 2014 Rs. in lakhs	For the year ended 31st March 2014 Rs. in lakhs	For the period ended 30th September 2013 Rs. in lakhs
REVENUE			
Revenue from Operations	14,563.15	14,626.79	5,878.44
Other Income	1,218.75	889.73	226.71
TOTAL REVENUE	15,781.90	15,516.52	6,105.15
EXPENSES			
Employee Benefits Expense	1,143.06	1,157.00	289.33
Finance Costs	7,512.87	6,680.52	2,654.35
Depreciation	20.21	35.43	14.31
Other Expenses	728.30	1,203.74	701.23
TOTAL EXPENSES	9,404.44	9,076.69	3,659.22
Profit before Tax	6,377.46	6,439.83	2,445.93
Tax Expense :			
(a) Current Tax	2,243.26	-2,188.74	-1,048.03
(b) Current Tax relating to prior years	-	81.00	-
(c) Deferred Tax	51.00	-126.67	179.83
Profit for the Year	4,185.20	4,205.42	1,577.73

- k. ANY MATERIAL EVENT/DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE OR SUBSEQUENT TO THE ISSUE WHICH MAY AFFECT THE ISSUE OR THE INVESTOR'S DECISION TO INVEST/ CONTINUE TO INVEST IN THE DEBT SECURITIES:

Refer RISK FACTORS on Page No. 3

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

l. NAME OF THE DEBENTURE TRUSTEE:

The Debentures are being issued on a private placement basis. Axis Trustee Services Limited has given their consent to the Issuer vide their letter dated 05/11/2013 for their name to be used as Trustee for the Debenture holders in relation to the Issue. Such letters may further be procured for each tranche.

m. RATING RATIONALE (S) ADOPTED BY THE RATING AGENCIES:

The Issuer will be obtaining Short Term, and Long Term Ratings as may be applicable from Rating Agencies from time to time. Rating of the respective issues will be informed to the investors in the respective Term Sheets.

Credit ratings obtained by the company are as follows:

Credit Rating	Rating Agency	Term
A1+	CRISIL / ICRA	Short Term
AAA/Stable	CRISIL	Long Term (Non - Convertible Debentures and Bonds)

KMIL's short term borrowing program has been assigned "A1+" by CRISIL. This has been reaffirmed vide their letter dated February 2, 2015.

KMIL's short term borrowing program has been assigned "A1+" by ICRA. This has been reaffirmed vide their letter dated October 09, 2014.

KMIL's long term borrowing program for Non-Convertible Debentures and Bonds has been assigned "AAA/Stable" by CRISIL. This has been reassigned vide their letter dated February 2, 2015.

Rating Symbols:

A1+	Very strong degree of safety regarding timely payment of financial obligations on the instrument.
CRISIL AAA/Stable	Very High degree of safety regarding timely payment of financial obligations on the instrument.

The rating rationale of CRISIL shall be attached as Annexure III with this document and shall form an integral part of this document.

n. SECURITY BACKED BY A GUARANTEE OR LETTER OF COMFORT:

None

o. CONSENT LETTER FROM THE DEBENTURE TRUSTEE:

Consent letter dated 05/11/2013

p. NAMES OF THE RECOGNISED STOCK EXCHANGES WHERE SECURITIES ARE PROPOSED TO BE LISTED:

The series/tranche of Debentures which are proposed to be listed shall be listed on the WDM segment of the BSE. The Issuer shall comply with the requirements of the listing agreement for debt securities to the extent applicable to it on a continuous basis. The in-principle approval of the BSE has been obtained in this regard.

q. OTHER DETAILS:

i. Creation of Debenture Redemption Reserve (DRR) as stipulated in the Debenture Trust Deed/Companies Act, 2013/SEBI Guidelines:

No DRR is required in case of privately placed debentures for NBFCs registered with RBI under Section 45 IA of the RBI (Amendment) Act, 1997, in terms of rule 18(7)(b)(ii) of the Companies (Share Capital and Debentures) Rules, 2014 under the Companies Act 2013.

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

ii. Issue/instrument specific regulations:

The Debentures being offered are being issued on private placement basis and shall be subject, inter alia, to the terms of this Shelf Disclosure Document, Term Sheet, the application form, the Memorandum and Articles of Association of the Company, the provisions of the Companies Act, 2013 and the applicable guidelines with respect to Private Placement issuances

The shareholders resolution passed at the Extraordinary General Meeting of the Company held on EGM dated July 14, 2014 & the Board Resolution dated January 6, 2015 authorizes the issuances of Non-Convertible Debenture.

Names and Designations of the officials authorized to issue the offer document:

Sr. No.	Signatories	Designation
1	Mr. Paritosh Kashyap	Chief Executive Officer (CEO)
2	Mr. Pankaj Gupta	Chief Financial Officer (CFO)
3	Mr. Jignesh Dave	Company Secretary
4	Mr. Narendra Jangir	Vice President
5	Mr. Sandip Todkar	Vice President
6	Mr. Ravi Chugh	Vice President
7	Mr. Umesh Nair	Associate Vice President

iii. Procedure for Applications

Applications for the Debentures must be made in the prescribed application form, which would be attached with the respective Supplemental Memorandum(s) and must be completed in block letters in English by investors. Unless stated otherwise in the respective Supplemental Memorandum(s), completed application forms must be submitted as mentioned above. The issue price of the Debentures applied for under any series has to be paid along with the delivery of the fully completed and executed application form together with other applicable documents described below.

Unless stated otherwise in the respective Supplemental Memorandum(s), cheques / drafts may be drawn on any bank which is situated and is a member or sub-member of the Banker's Clearing House located at Mumbai, Calcutta, Chennai or New Delhi. Investors in centers which do not have any bank which is a member or sub-member of the Banker's Clearing House located at the above mentioned centers, will be required to make payments only through drafts payable at Mumbai or through Account Transfers or any other mode of transfer, at the cost of the investor. The Issuer assumes no responsibility for any applications / cheques / drafts lost in mail or transit.

iv. Eligible investors:

Only eligible investors who have been addressed through a communication directly by the Company can apply. No person who has not received a direct communication from the Company may apply in this Issue. Individual investors who are not covered under exemptions clauses of the Acceptance of Public Deposit Rules of RBI as applicable to NBFCs are not eligible to apply. There are no transfer restrictions in relation to the Debentures. The following categories of investors may apply for the Bonds (not an exhaustive list), subject to fulfilling their respective investment norms by submitting all the relevant documents along-with the application form.

- Provident/ Superannuation/ Gratuity/ Pension Funds
- Commercial Banks, State/ Central Co-operative Banks, Urban Co-operative Banks, District Central Co- operative Banks, Development Co-operative Banks
- Insurance Companies.
- Mutual Funds
- Eligible Financial Institutions,

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42 of The Companies Act 2013 and Rule 14(1) Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

- Eligible Foreign Institutional Investors.
- Qualified Foreign Investors (QFIs)
- Companies
- Any other investor authorized to invest in the Debentures.

All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in the issue of Debentures.

v. Objects of the Issue:

To promote the formation and mobilization of capital, to manage capital, savings and investment, to carry on the business of a leasing Company, hire purchase company, finance company, to undertake all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, vehicles, aircrafts, factories, rolling stock, moveable and immoveable property, to arrange for leasing or hire purchase business, to undertake bills discounting business, to purchase, finance, discount, re-discount bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills, to buy, sell, lease or finance the buying and selling and trading in immoveable property, land, buildings, real estate, factories, to borrow, to lend, to negotiate loans, to transact business as promoters financiers, monetary agents, to borrow monies, to lend, to negotiate loans, to carry on the business of a company established with the object of financing industrial enterprises within the meaning of Section 370 of Companies Act, 1956, to invest the capital, or other funds of the company in purchase or acquisition of or rights in moveable and immoveable property, to use the capital funds and assets of the Company as security for borrowing and acquisition of or rights in moveable and immoveable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, or to finance their acquisition or leasing or hire purchase, to raise or provide venture capital, to promote or finance the promotion of companies, to invest in, to underwrite, to manage the issue of and to invest and trade in the shares or other securities, of anybody corporate/corporations, to trade in derivatives, to undertake portfolio management, advisory, counseling and agency services, to undertake factoring, to purchase the book debts and receivables of companies or give credit against the same.

To carry on the business of lending against shares, units of mutual funds, bonds, government securities, and other securities; to provide overdraft facility/ margin financing to invest and trade in securities; to carry out the activity of financing initial public offerings and investing in mutual funds on behalf of investors; to trade in derivatives; to mobilise funds through various instruments from companies, banks, corporate bodies, non-banking financial companies, to engage in the activity of securitization of loan portfolio.

vi. Application by Banks / FIs / FIIs / Corporate Bodies / Companies / Statutory Corporations / Trusts / Mutual Funds / Insurance Companies:

The following is an indicative list of documents to accompany an application

Applications by eligible Foreign Institutional Investors.

The application must be accompanied by copies of (i) Board Resolution authorizing investments and containing operating instructions or letter of authorization, if applicable or Power of Attorney, if applicable and (ii) specimen signatures of authorized signatories. (iii) Registration Certificate as may be applicable.

Applications by Corporate Bodies / Eligible Financial Institutions / Companies / Statutory Corporations / Trusts

The applications must be accompanied by copies of (i) Memorandum and Articles of Association / Trust Deed / proof of Constitution, as may be applicable (ii) Resolution authorizing investment and containing operating instructions; (iii) Specimen signatures of authorized signatories; (iv) Necessary certificate for claiming exemption from deduction of tax at source on interest on application money.

Application made by Mutual Funds / Insurance Companies

The application must be accompanied by copies of (i) SEBI Registration Certificate / IRDA Registration Certificate, as may be applicable. (ii) Authorized Signatories list containing operating instructions along with

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the specimen signatures and Power of Attorney forwarded by the custodian of the Mutual Fund/Insurance Company. (iii) Application form shall clearly indicate the name of the concerned scheme for which application is being made.

Application under Power of Attorney:

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 authorized 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 Issuer at the Corporate / Registered Office.

Permanent Account Number - PAN No:

The applicants should mention the Permanent Account Number 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 the prescribed application form. Applications which are not in compliance with the above requirement shall be liable to be rejected..

KYC (Know Your Customer):

The applicants should submit the required KYC documents as prescribed by RBI along with the applications forms. Applications which are not in compliance with the above requirement shall be liable to be rejected.

Option to Subscribe:

The Company has made arrangements for issue and holding of Debentures in either physical or dematerialized form.

Impersonation:

Any person who:
makes in a fictitious name, an application to the Company for acquiring, or subscribing for any Debentures therein,
or
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

Basis of Allotment:

The Issuer has sole and absolute right to allot the Debentures to any applicant.

Procedure and Time of Schedule for Allotment and Issue of Certificates

Debentures would be allotted by such persons as are authorized by the Board of Directors of the Company from time to time. The Issuer will execute and dispatch / credit to the DP account of the allottee, the Letters of Allotment / Allotment advice in favour of the allottee's or Refund Letter along with refund amount, not later than seven working days after receipt of completed Application Form or the Date of Allotment, whichever is later. After completion of all legal formalities, the Issuer will issue the Debentures certificate(s) / credit the DP account of the allottees against surrender of the letter(s) of allotment within three month(s) of the Date of Allotment or such extended period, subject to obtaining the approvals, if any.

Issue of Allotment Letter(s) / Refund Order(s) and Interest in case of delay in Dispatch

The Issuer will execute and dispatch / credit to the DP account of the allottee the Letters of Allotment / Allotment advice in favour of the allottee's or Refund Letter along with refund amount, not later than seven working days after receipt of completed Application Form or the Date of Allotment, whichever is later. After completion of all legal formalities, the Issuer will issue the Debentures certificate(s) / credit the DP account of

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the allottee's against surrender of the letter(s) of allotment within three month(s) of the Date of Allotment or such extended period subject to obtaining the approvals, if any.

The Issuer agrees that it shall pay interest in accordance with provisions of the Companies Act, SEBI Guidelines, if there is a delay in dispatch of Allotment Letters / Refund Orders. The payment will be subject to deduction of tax at source at the rates prescribed under the provisions of the Income Tax Act, 1961 or any other statutory modification or re-enactment thereof.

Dispatch of Refund Orders:

The Company shall ensure dispatch of Refund Orders by Registered Post / Courier / Hand Delivery and adequate funds for the purpose shall be made available.

Loss of Letters of Allotment / Certificates / Interest cheques / Refund Cheques

Loss of Letter of Allotment / Certificates / Interest cheques / Refund cheques should be intimated to the Company along with request for duplicate issue. Relevant statute and any other conditions as may be prescribed by the Company would govern the duplicate issue.

Trustees for the Debenture holders:

The Company has appointed Axis Trustee Services Ltd as Trustee towards issue of Debentures. All the rights and remedies of the Debenture holders shall vest in and shall be exercised by the appointed Trustee without referring to the concerned Debenture holders. All investors are deemed to have irrevocably given their authority and consent to Axis Trustee Services Ltd to act as their Trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by the Company to the Trustee on behalf of the Debenture holders shall discharge the Company pro rata to the Debenture holders.

Resignation / Retirement of trustees shall be as per terms of the Trust deed entered into between the Company and the Trustee.

Register of Debenture holders:

The Company shall maintain Register of Debenture holders containing necessary particulars at its Registered office / Mumbai office.

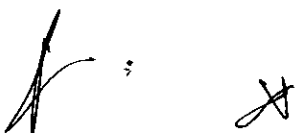
Future Borrowings:

The Issuer shall be entitled, from time to time, to make further issue of Debentures, other debt securities (whether senior, pari passu or junior to the Debentures) and other instruments and securities to any person or persons including to the public or a section of the public and / or members of the Issuer and / or to raise further loans, advances and / or avail further financial and / or guarantee facilities from financial institutions, banks and / or any other person (s) without any further approval from or notice to the Debenture holders / Debenture Trustees.

Notices:

The notices, communications and writings to the Debenture holder(s) required to be given by the Issuer shall be deemed to have been given if sent by Registered Post / Courier / Hand delivery to the address of the Debenture holder(s) registered with the Company.

All notices, communications and writings to be given by the Debenture holder(s) shall be sent by Registered Post / Courier / Hand delivery to the Issuer at the Registered Office / Corporate office of the Company or to such persons at such address as may be notified by the Issuer, from time to time and shall be deemed to have been received on actual receipt.



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**FORM NO PAS-4
PRIVATE PLACEMENT OFFER LETTER**

[(Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

The Private Placement Offer Letter shall contain the following:

1. GENERAL INFORMATION

- a. Name, address, website and other contact details of the company – refer Section A - point a (i) to (iii)
- b. Date of incorporation of the company – July 5, 1988
- c. Business carried on by the company with details of the branches – refer Point b of Section A
- d. Brief particulars of the management of the company – refer Section A - refer point b (ii)
- e. Names, addresses, DIN and occupations of the directors – refer Section A refer point e (i)
- f. Management's perception of risk factors – refer Risk Factors on page no.3 & 4
- g. Details of default

Sr. No	Particulars	Amount	Duration of default	Present Status
i)	Statutory Dues			There are no defaults in repayments of statutory Dues, dues to banks, financial institutions and debenture holders
ii)	Debentures and Interest Thereon			
iii)	Deposits and Interest Thereon			
iv)	Loan from any Bank or financial institution and Interest Thereon			

- h. Names, designation, address and phone number, email ID of the nodal/compliance officer of the company – refer Section A, point a (iii).

2. PARTICULARS OF THE OFFER

- a. Date of Board Resolution : January 6th, 2015.
- b. Date of resolution passed in the general meeting, authorizing the offer of securities July 14, 2014.
- c. Kinds of securities offered and class of security: Please refer the ISSUE DETAILS on Section B- Point c
- d. Price at which the security is being offered including the premium: Please refer the ISSUE DETAILS on Section B- Point c
- e. Name and address of the valuer who performed valuation of the security offered :

Amol Sekhri Consultants Pvt. Ltd.
Ground Floor, Bandra Arcade, National Library Road, Opp. Railway Station,
Bandra West. Mumbai-400 050.
- f. Amount to be raised by way of securities : Please refer the ISSUE DETAILS on Section B- Point c

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- g. Terms of raising of securities : Please refer the ISSUE DETAILS on Section B- Point c
- h. Proposed time schedule of the offer letter : Please refer the ISSUE DETAILS on Section B- Point c
- i. Purposes and objects of the offer: Purpose of the offer is mentioned in the issue details and for objects of the offer kindly refer point q (v).
- j. Contribution made by the Promoters or Directors to the current offer or furtherance to object : None
- k. Principle terms of assets charged as security:

The Debenture shall be secured by way of first pari-passu charge in terms of the registered Debenture Trust Deed dated December 21, 2009 on:-

- (i) Flat No.F/401, Bhoomi Classic, Link Road, Opposite Life Style Malad (West) Mumbai 400064 measuring 340 sq.ft. (built up) situated at C.T.S. No. 1406G – 1/B, at village Malad, Taluka Borivali, Malad (West) Mumbai 400064 within the registration district of Bombay City and Bombay Suburban in the state of Maharashtra, and
- (ii) Current Assets and Investments.

The company shall maintain the asset cover ratio as agreed throughout the tenure of the Debenture outstanding.

3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATIONS ETC. :-

- i. There is no financial or other material interest of the directors, promoters or key managerial personnel in the offer.
- ii. Details of Litigation or Legal action:
- There is no Litigation or Legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the company during the last three years immediately preceding the year of the circulation of the offer letter.
- iii. Remuneration of directors (during the current year and last three financial years)
- No remuneration is paid to any of the directors.
- iv. Details of the related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including loans made or, guarantees given or securities provided:

	Amount (Rs. In Lakhs) 2013-2014
I. Holding Company	
-Kotak Mahindra Bank Limited	
Transactions during the year :	
FINANCE	
Equity Shares Issuance	9,000.00
Fixed Deposits Placed	1,05,403.53
Fixed Deposits Repaid	1,06,281.46
Interest Received on Fixed Deposits	508.38
OTHER RECEIPTS & PAYMENTS	
Demat Charges	5.24
Service Charges Paid	-
Service Charges Received	38.80
Expense reimbursements paid	343.82

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Expense reimbursements received	0.57
Licence Fees paid	87.13
Arranger fees	65.25
Referral Fees	1.25
IPA Fees paid	1.00
Bank Charges	-
Bank Charges recovered	0.02
Other Expenses paid	-
Employee Liability transfer out	3.38
Employee Liability transfer in	281.98
Asset transferred in	54.17
Asset transferred out	-
Balance outstanding as at the year end :	
FINANCE	
Balance in current account	1,118.36
Term Deposits Placed	7,200.00
Interest accrued on Term Deposits placed	18.14
OTHER RECEIPTS & PAYMENTS	
Service charges payable	12.01
Service charges receivable	0.75
Arranger fees payable	30.31
Referral Fees payable	1.28
Demat Charges Payable	0.69
II. Fellow Subsidiaries	
Transactions during the year :	
FINANCE	
Debentures issued	
-Kotak Investment Advisors Ltd	-
Debentures redeemed	
-Kotak Investment Advisors Ltd	-
Interest paid on Debentures	
-Kotak Investment Advisors Ltd	-
Inter Corporate Deposits borrowed	
-Kotak Mahindra Prime Ltd	15,000.00
Interest paid on Inter Corporate Deposits	
-Kotak Mahindra Prime Ltd	188.59
INVESTMENTS	
Sales	
-Kotak Investment Advisors Ltd	-
-Kotak Securities Ltd	-
Profit on Sale of Investment	
-Kotak Investment Advisors Ltd	-
-Kotak Securities Ltd	-
OTHER SECURITIES	
Purchases	
-Kotak Securities Ltd	13.57
Sales	
-Kotak Securities Ltd	6,721.72
OTHER RECEIPTS & PAYMENTS	
Service Charges Received	

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-Kotak Mahindra Prime Ltd Brokerage paid	78.00
-Kotak Securities Ltd Demat Charges paid	14.21
-Kotak Securities Ltd Service Charges Paid	1.18
-Kotak Securities Ltd License Fees Paid	1.20
-Kotak Securities Ltd Expense reimbursement from other company	2.97
-Kotak Mahindra Prime Ltd	1.64
-Kotak Securities Ltd Expense reimbursement to other company	0.20
-Kotak Mahindra Prime Ltd	-
-Kotak Securities Ltd Asset Transfer-in	0.73
-Kotak Mahindra Prime Ltd	7.41
-Kotak Mahindra Capital Company Limited	0.44
-Kotak Securities Ltd Employee Liability transfer in	-
-Kotak Mahindra Prime Ltd	9.03
-Kotak Mahindra Capital Company Limited	11.96
-Kotak Securities Ltd Employee Liability transfer out	-
-Kotak Securities Ltd	18.61
Asset Transfer-out	
-Kotak Securities Ltd	12.58
Balance outstanding as at the year end :	
FINANCE	
Inter Corporate Deposits	
-Kotak Mahindra Prime Ltd	15,000.00
Interest payable on ICD	
-Kotak Mahindra Prime Ltd	169.73
OTHER SECURITIES	
Outstanding Receivable	
-Kotak Securities Ltd	112.16
OTHER RECEIPTS & PAYMENTS	
Demat charges payable	
-Kotak Securities Ltd	0.06
Service charges Receivable	
-Kotak Securities Ltd	-
Service charges Payable	
-Kotak Securities Ltd	-
III. Associate Company	
Balance outstanding as at the year end :	
INVESTMENTS	
Investments - Gross	
-Phoenix ARC Pvt Ltd	3,265.50
-Matrix Business Services India Pvt Ltd	336.54

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IV. Key Management Personnel (KMP)	
Transactions during the year :	
FINANCE	
Interest paid on Loan	
- Mr. Paritosh Kashyap	0.63
- Mr. Sandip Todkar	
OTHER RECEIPTS & PAYMENTS	
Remuneration*	
- Mr. Paritosh Kashyap	102.25
- Mr. Sandip Todkar	-
Balance outstanding as at the year end :	
FINANCE	
Loan Payable	
- Mr. Paritosh Kashyap	11.72
- Mr. Sandip Todkar	-
V. Entities in which KMP / relatives of KMP have significant influence	
Transactions during the year :	
COMMODITY DERIVATIVES	
Purchases	
-Kotak Commodities Ltd	12,274.35
Sales	
-Kotak Commodities Ltd	13,476.32
Brokerage and other charges paid	
-Kotak Commodities Ltd	10.72
OTHER RECEIPTS & PAYMENTS	
Fees on travel tickets purchased	
-Aero Agencies Limited	0.42
Asset Transfer-out	
-Infina Finance Private Ltd	12.54
Balance outstanding as at the year end :	
INVESTMENTS	
Investments – Gross	
-Business Standard Ltd	0.20
COMMODITY DERIVATIVES	
Outstanding Payable	
-Kotak Commodities Ltd	1.36
OTHER RECEIPTS & PAYMENTS	
Outstanding Payable	
-Aero Agencies Limited	0.08

* Excludes provision for gratuity and accumulated compensated absences

	Amount
	(Rs. In Lakhs)
	2012-2013
I. Holding Company	
-Kotak Mahindra Bank Limited	
Transactions during the year :	

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FINANCE	
Fixed Deposits Placed	48,557.19
Fixed Deposits Repaid	40,479.26
Interest Received on Fixed Deposits	302.45
OTHER RECEIPTS & PAYMENTS	
Demat Charges	2.21
Service Charges Paid	3.25
Expense reimbursements paid	278.36
Expense reimbursements received	0.09
Licence Fees paid	54.64
IPA Fees paid	1.00
Bank Charges	0.05
Other Expenses paid	0.50
Employee Liability transfer out	27.41
Asset transferred out	3.51
Balance outstanding as at the year end :	
FINANCE	
Balance in current account	580.72
Term Deposits Placed	8,077.93
Interest accrued on Term Deposits placed	29.52
Demat Charges Payable	0.50
OTHER RECEIPTS & PAYMENTS	
Service charges payable	5.22
II. Fellow Subsidiaries	
Transactions during the year :	
FINANCE	
Debentures issued	
-Kotak Investment Advisors Ltd	4,000.00
Debentures redeemed	
-Kotak Investment Advisors Ltd	8,000.00
-Kotak Securities Ltd	-
Interest paid on Debentures	
-Kotak Investment Advisors Ltd	304.68
-Kotak Securities Ltd	-
Commercial Paper issued	
-Kotak Mahindra Capital Company Limited	-
Unamortised discount on CP	
-Kotak Mahindra Capital Company Limited	-
Discount on CP	
-Kotak Mahindra Capital Company Limited	-
Inter Corporate Deposits placed	
-Kotak Mahindra Prime Ltd	-
Inter Corporate Deposits received back	
-Kotak Mahindra Prime Ltd	-
Interest received on ICDs	
-Kotak Mahindra Prime Ltd	-

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INVESTMENTS	
Sales	
-Kotak Investment Advisors Ltd	1,474.41
-Kotak Securities Ltd	1,050.12
Purchases	
-Kotak Mahindra Prime Ltd	-
Profit on Sale of Investment	
-Kotak Investment Advisors Ltd	240.94
-Kotak Securities Ltd	575.12
OTHER SECURITIES	
Purchases	
-Kotak Securities Ltd	4,799.74
Sales	
-Kotak Securities Ltd	5,803.99
OTHER RECEIPTS & PAYMENTS	
Service Charges Received	
-Kotak Mahindra Prime Ltd	16.28
Brokerage paid	
-Kotak Securities Ltd	11.44
Demat Charges paid	
-Kotak Securities Ltd	0.30
Service Charges Paid	
-Kotak Securities Ltd	1.20
License Fees Paid	
-Kotak Securities Ltd	2.97
Expense reimbursement from other company	
-Kotak Mahindra Prime Ltd	6.67
-Kotak Securities Ltd	-
Expense reimbursement to other company	
-Kotak Mahindra Prime Ltd	0.00
-Kotak Securities Ltd	0.74
Asset Transfer-in	
-Kotak Securities Ltd	17.80
Employee Liability transfer in	
-Kotak Securities Ltd	20.16
Balance outstanding as at the year end :	
FINANCE	
DP payable	
-Kotak Securities Ltd	0.03
Debentures	
-Kotak Investment Advisors Ltd	-
Commercial Paper	
-Kotak Mahindra Capital Company Limited	-
Unamortised Discount on Commercial Paper	
-Kotak Mahindra Capital Company Limited	-
Interest payable on Debentures	
-Kotak Investment Advisors Ltd	-
OTHER SECURITIES	
Outstanding Receivable	

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-Kotak Securities Ltd	30.92	
OTHER RECEIPTS & PAYMENTS		
Outstanding service charges Receivable		
-Kotak Securities Ltd	18.97	
Outstanding service charges Payable		
-Kotak Securities Ltd	14.92	
III. Associate Company		
Balance outstanding as at the year end :		
INVESTMENTS		
Investments - Gross		
-Phoenix ARC Pvt Ltd	3,265.50	
-Matrix Business Services India Pvt Ltd	336.54	
IV. Mutual Fund managed by Fellow Subsidiary / Holding Company		
-Kotak Mahindra Mutual Fund		
Transactions during the year :		
FINANCE		
Debentures redeemed		-
Interest paid on Debentures		-
INVESTMENTS		
Purchases in Mutual Funds	6,46,006.43	
Sale of Mutual Funds	6,46,240.78	
Profit on Sale of Mutual Fund	234.36	
V. Venture Capital / Private Trust Funds managed by the Fellow Subsidiary		
Transactions during the year :		
INVESTMENTS		
Purchases		
-Kotak India Venture Fund	126.02	
Sales		
-India Growth Fund	37.47	
-Kotak India Venture Fund		
Income received on Venture Funds		
-Kotak India Venture Fund	-	
-India Growth Fund	-	
Loss on Venture Fund Redemption		
-India Growth Fund	24.07	
-Kotak India Venture Fund	5.10	
Balance outstanding as at the year end :		
INVESTMENTS		
Investments – Gross		
-India Growth Fund	-	
-Kotak India Growth Fund-II	5.00	
-Kotak India Venture Fund	5.00	
-Kotak Alternate Oppurtunities Fund	10.00	
-Kotak India Real Estate Fund	2.90	
Diminution in Investments		

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-India Growth Fund	-
VI. Key Management Personnel	
Transactions during the year :	
OTHER RECEIPTS & PAYMENTS	
Remuneration*	
- Mr.Sandip Todkar	24.59

* Excludes provision for gratuity and accumulated compensated absences

	Amount
	(Rs. In Lakhs)
	2011-2012
I. Holding Company	
-Kotak Mahindra Bank Limited	
Transactions during the year :	
FINANCE	
Fixed Deposits Placed	22,423.89
Fixed Deposits Repaid	36,200.38
Interest Received on Fixed Deposits	534.85
OTHER RECEIPTS & PAYMENTS	
Demat Charges	2.11
Service Charges Paid	5.17
Expense reimbursements paid	292.03
Expense reimbursements received	-
Licence Fees paid	59.95
IPA Fees paid	1.00
Bank Charges	0.07
Other Expenses paid	-
Employee Liability transfer out	-
Asset transferred out	-
Balance outstanding as at the year end :	
FINANCE	
Balance in current account	1,229.46
Term Deposits Placed	-
Interest accrued on Term Deposits placed	-
Demat Charges Payable	0.06
OTHER RECEIPTS & PAYMENTS	
Service charges payable	14.55
II. Fellow Subsidiaries	
Transactions during the year :	
FINANCE	
Debentures issued	
-Kotak Investment Advisors Ltd	4,000.00
Debentures redeemed	
-Kotak Investment Advisors Ltd	-
-	
-Kotak Securities Ltd	2,500.00

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Interest paid on Debentures	
-Kotak Investment Advisors Ltd	396.43
-Kotak Securities Ltd	79.84
Commercial Paper issued	
-Kotak Mahindra Capital Company Limited	4,000.00
Unamortised discount on CP	
-Kotak Mahindra Capital Company Limited	33.91
Discount on CP	
-Kotak Mahindra Capital Company Limited	5.76
Inter Corporate Deposits placed	
-Kotak Mahindra Prime Ltd	500.00
Inter Corporate Deposits received back	
-Kotak Mahindra Prime Ltd	500.00
Interest received on ICDs	
-Kotak Mahindra Prime Ltd	0.39
INVESTMENTS	
Sales	
-Kotak Investment Advisors Ltd	-
-Kotak Securities Ltd	-
Purchases	
-Kotak Mahindra Prime Ltd	1,270.50
Profit on Sale of Investment	
-Kotak Investment Advisors Ltd	-
-Kotak Securities Ltd	-
OTHER SECURITIES	
Purchases	
-Kotak Securities Ltd	38,054.97
Sales	
-Kotak Securities Ltd	45,842.85
OTHER RECEIPTS & PAYMENTS	
Service Charges Received	
-Kotak Mahindra Prime Ltd	14.40
Brokerage paid	
-Kotak Securities Ltd	68.61
Demat Charges paid	
-Kotak Securities Ltd	0.27
Service Charges Paid	
-Kotak Securities Ltd	6.00
License Fees Paid	
-Kotak Securities Ltd	2.97
Expense reimbursement from other company	
-Kotak Mahindra Prime Ltd	2.50
-Kotak Securities Ltd	1.67
Expense reimbursement to other company	
-Kotak Mahindra Prime Ltd	0.08
-Kotak Securities Ltd	0.48
Asset Transfer-in	
-Kotak Securities Ltd	-
Employee Liability transfer in	

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-Kotak Securities Ltd	-
Balance outstanding as at the year end :	
FINANCE	
DP payable	
-Kotak Securities Ltd	0.02
Debentures	
-Kotak Investment Advisors Ltd	4,000.00
Commercial Paper	
-Kotak Mahindra Capital Company Limited	4,000.00
Unamortised Discount on Commercial Paper	
-Kotak Mahindra Capital Company Limited	33.91
Interest payable on Debentures	
-Kotak Investment Advisors Ltd	356.78
OTHER SECURITIES	
Outstanding Receivable	
-Kotak Securities Ltd	349.75
OTHER RECEIPTS & PAYMENTS	
Outstanding service charges Receivable	
-Kotak Securities Ltd	-
Outstanding service charges Payable	
-Kotak Securities Ltd	-
III. Associate Company	
Balance outstanding as at the year end :	
INVESTMENTS	
Investments - Gross	
-Phoenix ARC Pvt Ltd	3,265.50
-Matrix Business Services India Pvt Ltd	336.54
IV. Mutual Fund managed by Fellow Subsidiary / Holding Company	
-Kotak Mahindra Mutual Fund	
Transactions during the year :	
FINANCE	
Debentures redeemed	3,970.00
Interest paid on Debentures	1,911.54
INVESTMENTS	
Purchases in Mutual Funds	11,21,850.00
Sale of Mutual Funds	11,22,363.70
Profit on Sale of Mutual Fund	513.70
V. Venture Capital / Private Trust Funds managed by the Fellow Subsidiary	
Transactions during the year :	
INVESTMENTS	
Purchases	
-Kotak India Venture Fund	186.48
Sales	
-India Growth Fund	70.04
-Kotak India Venture Fund	186.25
Income received on Venture Funds	

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

-Kotak India Venture Fund	90.18
-India Growth Fund	13.87
Loss on Venture Fund Redemption	
-India Growth Fund	-
-Kotak India Venture Fund	-
Balance outstanding as at the year end :	
INVESTMENTS	
Investments – Gross	-
-India Growth Fund	685.87
-Kotak India Growth Fund-II	5.00
-Kotak India Venture Fund	493.24
-Kotak Alternate Oppurtunities Fund	10.00
-Kotak India Real Estate Fund	2.90
Diminution in Investments	
-India Growth Fund	150.49
VI. Key Management Personnel	
Transactions during the year :	
OTHER RECEIPTS & PAYMENTS	
Remuneration*	
- Mr.Sachin Samant	112.51

* Excludes provision for gratuity and accumulated compensated absences

- v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer 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 qualification or adverse remark.
Nil
- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of 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 three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries.
Nil
- vii. Details of acts of material frauds committed against company in the last three years, if any, and if so, the action taken by the company.
There is no material fraud on the company during the year, except there have been instances of providing forged documents by few customers and misappropriation of funds by employees of collection agencies appointed by the company. However, such instances are inherent in the nature of business of the Company. Adequate provision in respect thereof has been made in the account for the year

4.FINANCIAL POSITION OF THE COMPANY

- a) The capital structure of the company in the following manner in a tabular form-
- a) the authorized, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value); refer Section A - point c (i)
 - b) size of the present offer - NIL
 - c) paid up capital after the offer – refer Section A - point c (i)

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42 of The Companies Act 2013 and Rule 14(1) Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

- ii) the details of the existing share capital of the issuer company in a tabular form, indicating therein regard 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.- refer point c (iii)
- b) Profits of the company, before and after making provision for tax, for the three financial years – refer Section A–point b(iii)

- c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years

Details of Dividend declared

There are no dividend declared in the last three years for the company

The Interest Coverage Ratio is as below:-

Particulars	FY 2013-14	FY 2012-13	FY 2011-12
Interest Coverage Ratio	1.96	1.86	1.43

- d) A Summary of the financial position of the company as in the three audited balance sheets refer Section A–point b(iii)

- e) Audited Cash Flow Statement for the three years

Particulars	2013-2014	
	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation and extraordinary items	6,439.83	
Adjustments for :		
Depreciation	35.43	
Profit on Long Term Investments	-	
Interest on Long Term Investments	(276.16)	
Profit on Current Investments	(305.94)	
Dividend on Long Term Investments	(0.03)	
Profit on Trading in Debentures	-	
Profit on Sale of Fixed Assets	-	
Provisions / Write offs (net of recovery)	513.63	
Write Back for Diminution in Investments	-	
Operating Profit before Working Capital Changes	6,406.76	
Increase in Loans and Advances	(71,828.94)	
Increase in Trade Receivables	(77.08)	
(Increase) / Decrease in Other Current Assets	27.06	
Increase in Current Liabilities	654.62	
Increase / (Decrease) in Trade Payables	(20.98)	
Decrease in Other Liabilities	(31.83)	
Increase in Provisions	241.19	
Cash generated used in Operations	(64,629.20)	
Income Taxes paid	(1,804.48)	
Net Cash generated used in Operating Activities (A)		(66,433.68)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investments	(8,70,306.15)	

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

Sale of Investments	8,64,610.94	
Fixed Deposits placed	(98,203.53)	
Fixed Deposits redeemed	99,881.46	
Dividend on Long Term Investments	0.03	
Interest on Long Term Investments	276.16	
Purchase of Fixed Assets	(39.35)	
Sale of Fixed Assets	22.32	
Net Cash from / (used in) Investing Activities (B)		(3,758.12)
CASH FLOW FROM FINANCING ACTIVITIES		
Increase in Equity Share Capital	9,000.00	
Decrease in Secured Loans	31,901.78	
Increase in Unsecured Loan	30,655.13	
Net Cash from Financing Activities (C)		71,556.91
NET INCREASE IN CASH & CASH EQUIVALENTS (A + B + C)		1,365.11
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		6,987.29
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR (D)		8,352.40 1,365.11

Particulars	2012-2013	
	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation and extraordinary items		4,598.20
Adjustments for :		
Depreciation		15.76
(Profit)/ Loss on Long Term Investments		(511.11)
Profit on Current Investments		(234.36)
Dividend on Long Term Investments		(12.55)
Loss on Trading in Equity Shares		-
Profit on Trading in Debentures		(68.57)
(Profit) / Loss on Sale of Fixed Assets		(3.95)
Provisions / Write offs (net of recovery)		127.01
Provision / (Write Back) for Diminution in Investments		(531.36)
Operating Profit before Working Capital Changes		3,379.08
(Increase) / Decrease in Loans and Advances		(10,863.92)
Increase / (Decrease) in Current Liabilities		695.21
Increase / (Decrease) in Trade Payables		108.07
Increase / (Decrease) in Other Liabilities		(505.88)
Increase / (Decrease) in Provisions		17.16

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

Cash generated from / (used in) Operations	(7,170.27)	
Income Taxes paid / (refund)	(1,103.91)	
Net Cash generated from / (used in) Operating Activities (A)		(8,274.18)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investments	(6,51,467.78)	
Sale of Investments	6,56,718.66	
Fixed Deposits placed	(42,157.19)	
Fixed Deposits redeemed	40,479.26	
Dividend on Long Term Investments	12.55	
Purchase of Fixed Assets	(71.71)	
Sale of Fixed Assets	9.02	
Net Cash from / (used in) Investing Activities (B)		3,522.82
CASH FLOW FROM FINANCING ACTIVITIES		
Decrease in Secured Loans	(107.27)	
Increase in Unsecured Loan	10,615.26	
Net Cash from Financing Activities (C)		10,507.99
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A + B + C)		5,756.62
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		1,230.67
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR (D)		6,987.29
		5,756.62

Particulars	2011-2012	
	Amount (Rs. in lakhs)	Amount (Rs. in lakhs)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation and extraordinary items	2,726.07	
Adjustments for :	10.68	
Adjustments for :	788.19	
(Profit)/ Loss on Long Term Investments	(513.70)	
Profit on Current Investments	(143.56)	
Dividend on Long Term Investments	0.39	
Loss on Trading in Equity Shares	461.39	
Provisions / Write offs (net of recovery)	119.27	
Provision / (Write Back) for Diminution in Investments	3,448.72	
Operating Profit before Working Capital Changes		
(Increase) / Decrease in Loans and Advances	9,343.47	
Increase / (Decrease) in Current Liabilities	(6,000.80)	

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Increase / (Decrease) in Trade Payables	(96.87)	
Increase / (Decrease) in Other Liabilities	607.61	
Increase / (Decrease) in Provisions	(8.51)	
Cash generated from / (used in) Operations	7,293.61	
Income Taxes paid / (refund)	617.47	
Net Cash generated from / (used in) Operating Activities (A)		7,911.08
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investments	(11,38,693.52)	
Sale of Investments	11,36,177.74	
Fixed Deposits placed	(22,423.89)	
Fixed Deposits redeemed	36,200.38	
Dividend on Long Term Investments	143.56	
Purchase of Fixed Assets	(20.82)	
Sale of Fixed Assets	0.07	
Net Cash from / (used in) Investing Activities (B)		11,383.52
CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Secured Loans	(24,690.60)	
Increase / (Decrease) in Unsecured Loan	5,727.68	
Net Cash from Financing Activities (C)		(18,962.92)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A + B + C)		331.68
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		898.99
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR (D)		1,230.67
		331.68

f) Any change in accounting policies during the last three years and their effect on the profits and reserves of the company
Nil

SECTION B:

- a. **SUMMARY TERM SHEET DETAILING BRIEF INFORMATION PERTAINING TO THE TERMS OF THE ISSUE**
Please refer Term Sheet dated February 25, 2015 for the specific Issue details.

Minimum Subscription / Ticket Size:

Minimum Ticket Size for single investor:

The minimum subscription amount for a single investor shall be Rs. 25 lakh and in multiples of Rs.10 lakh.

Minimum Subscription for overall Issue:

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42 of The Companies Act 2013 and Rule 14(1) Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

In terms of the clarification issued by SEBI (Ref. No. SEBI/MRD/SE/AT/46/2003) on December 22, 2003, the minimum subscription clause is not applicable to privately placed debt securities.

Issue Schedule:

The Issuer reserves the right to close the issue earlier from the aforesaid date or change the issue time table including the Date of Allotment at its sole discretion, without giving any reasons or prior notice. Each series 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 respective term sheets pertaining to such series.

Each series of Debentures offered pursuant to this Schedule shall be subject to the terms and conditions pertaining to the Debentures outlined hereunder as modified / supplemented by the terms of the respective term sheets filed with the Stock Exchange in relation to such series and other documents in relation to such issuance. The terms and conditions contained in this Schedule shall be read in conjunction with the provisions (as may be mutually agreed between the issuer and respective debenture holders from time to time) contained in the respective Term Sheet(s), and in case of any repugnancy, inconsistency or where there is a conflict between the terms and conditions as are stipulated in the respective Term Sheets on one hand, and the terms and conditions in the Schedule (and necessary addendums to the Schedule) on the other, the provisions contained in the Term Sheets shall prevail over and override the provisions of the Schedule (and necessary addendums to the Schedule) for all intents and purposes.

Settlement mode of the Instrument:

The payment of the redemption amount of the Debentures will be made by the Company to the Registered Debenture holders recorded in the books of the Company and in the case of joint holders, to the one whose name appears first in the Register of Debenture holders as on the record date. In the event of the Company not receiving any notice of transfer along with the original Debenture certificates, before the record date, the transferee(s) for the Debenture(s) shall not have any claim against the Company in respect to the amount so paid to the Registered Debenture holders.

On the final maturity date, the Debentures held in the physical form will be redeemed by the Company as a legal discharge of the liability of the Company towards the debenture holders and the applicant has to surrender the duly discharged Debenture certificates/letter of allotment to the Company by registered post with acknowledgement due or by hand delivery to the Company at the Registered / Mumbai Office or to such other person(s) at such address as may be notified by the Company from time to time, on the record date for redemption or immediately next working day of the record date for redemption.

The Debentures held in the Dematerialized Form shall be taken as discharged on payment of the redemption amount by the Company on maturity to the registered Debenture holders whose name appears in the Register of Debenture holders on the record date. Such payment will be a legal discharge of the liability of the Company towards the Debenture holders. On such payment being made, the Company will inform NSDL/CDSL and accordingly, the depository account of the Debenture holders with NSDL/CDSL will be debited.

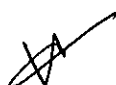
The Company's liability to the Debenture holders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due dates of redemption in all events. Further, the Company will not be liable to pay any interest or compensation from the dates of such redemption.

On the Company dispatching the amount as specified above in respect of the Debentures, the liability of the Company shall stand extinguished.

The interest as well as the redemption payments shall be made through instruments payable at par at Mumbai or through RTGS / ECS / transfer instructions.

Depository Arrangement:

The Company has made depository arrangements with NSDL/CDSL for the Debentures. The investors will have the option to hold the debentures in dematerialized form and deal with the same as per the provisions of the Depositories Act, 1996 / Rules, as may be notified by NSDL /CDSL from time to time.



Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

Investors desirous of receiving debentures in the dematerialized form should mention their Depository Participant's name, DP-ID and beneficiary account number in the appropriate place in the application form. Debentures allotted to successful allottee(s) having depository account shall be credited to their depository account against surrender of letter of allotment.

The Company will not be able to credit the depository account of the investors until all the required depository details are provided.

Record Date:

The record date for determining eligibility for interest / principal payments shall be seven working days before the relevant interest / principal payment date. Interest / Principal will be paid to the person whose name appears in the Register of Debenture holders as sole / first Debenture holder or as per the list of beneficiaries provided by the Depository as on the record date. In case of delay in lodgment of the instrument of transfer, all claims on interest / principal shall be inter-se between the transferor and transferee.

Transaction Documents:

The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the issue:

1. Letter appointing Trustees to the Debenture Holders and / or Debenture Trusteeship Agreement;
2. Debenture Trust Deed cum Deed of Mortgage ;
3. Rating Agreement with CRISIL/ ICRA;
4. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form;
5. Tripartite Agreement between the issuer, Registrar and CDSL for issue of Bonds in Dematerialized form;
6. Letter appointing Registrar and MoU entered into between the issuer and the Registrar;
7. Application made to BSE for seeking its in-principale approval for listing of Bonds;
8. Listing Agreement with BSE;
9. Letter appointing Arrangers to an Issue.

Conditions precedent to Disbursement:

The subscription from investors shall be accepted for allocation and allotment by the issuer subject to the following:

Submission of completed Application Form:

All applications duly completed and unless stated otherwise in the respective Term Sheets, should mention the mode of transfer, which can be a direct RTGS or transfer instruction from the respective investor's account to KMIL account or else to be accompanied by account payee cheques / drafts, to be submitted at the Registered / Mumbai offices of the Company.

Right to Accept / Reject Applications:

The Issuer is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason. Application forms that are not complete in any respect may be rejected at the sole and absolute discretion of the Issuer.

Mode of Pay-in:

Unless stated otherwise in the respective Term Sheets, all cheques / drafts / transfers/ RTGS (Real Time Gross Settlement System) must be made payable to "Kotak Mahindra Investments Limited".

Rating Letter:

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42 of The Companies Act 2013 and Rule 14(1) Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

- Rating letter(s) from the aforesaid rating agencies not being more than one month old from the issue opening date;
- Consent Letter from the Debenture Trustee
- Letter from the trustees conveying their consent to act as Trustees for the Debentureholder(s);
- In-principal Approval for Listing from Stock Exchange
- Letter from the BSE issuing their in-principal approval for listing of Debentures.

Condition Subsequent to Disbursement

Date of Allotment:

The Date of Allotment for each tranche will be finalized as mentioned in the applicable Term Sheet.

Listing:

The issuer shall complete all the formalities and seek listing permission within 15 days from the deemed date of allotment.

Events of Default:

- a) If the Company makes default in payment of moneys due in respect of principal or interest owing upon the Debentures in accordance with the terms and conditions contained in the Schedule and the Term Sheet.
- b) If a petition for winding up of the Company has been admitted and has not been contested by the Company for a period of 365 days from the date of such admission, or if an order of a Court of competent jurisdiction is made for winding-up of the Company, or an effective resolution is passed by the shareholders of the Company for the winding up of the Company otherwise than in pursuance of a scheme of amalgamation or reconstruction and duly carried into effect;
- c) If a distress, execution or other process is initiated by any Court of competent jurisdiction upon the Mortgaged Premises or any part thereof and is not withdrawn or discharged, satisfied or paid out within 365 days or such extended period as may be agreed to in writing by the Trustees from the date of levy or enforcement of such distress, execution or other process and the Charged Assets reduces below the Assets Cover Ratio;
- d) If the Company shall, without the consent of the Trustees, cease to carry on its business or give notice of its intention to do so;
- e) If the Company shall, without the consent of the Trustees, sell the Mortgaged Premises and/or Charged Assets or any part thereof otherwise than in the ordinary course of business and the Charged Assets reduces below the Assets Cover Ratio;
- f) If the Company at any point of time fails to observe or perform any of its covenants, conditions or provisions contained in this Schedule or the Term Sheet(s);
- g) If the Company, without the previous notice in writing of the Trustee, makes or attempts to make any alteration in the provisions of its Memorandum and/or Articles of Association which might, in the opinion of the Trustees, detrimentally affect the interest of the Debentureholders and thereafter, upon demand by the Trustee, the Company refuses or neglects or is unable to rescind such alteration.

Role and responsibilities of Debenture Trustee:

The role and responsibility of Debenture Trustee is as mentioned in the Debenture Trust Deed cum Deed of Mortgage dated December 21, 2009.

Governing Law and Jurisdiction:

The Debentures are governed by and will be construed in accordance with the Indian Law. The Issuer and Issuer's obligations under the Debentures shall, at all the times, be subject to the directions of RBI, SEBI and

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IRDA and other applicable regulations from time to time. The Debenture holders, by purchasing the Debentures, agree that the High Court of Judicature at Mumbai shall have exclusive jurisdiction with respect to matters relating to the Debentures.

b. OTHER TERMS OF ISSUE

Succession:

In the event of the demise of a Registered Debenture holder or the first holder in the case of joint holders, the Issuer will recognize the executor or administrator of the deceased Debenture holder or the holder of succession certificate or other legal representative of the deceased Debenture holder as having title to the Debentures. The Company shall not be bound

to recognize such executor, administrator or holder of the succession certificate unless such a person obtains probate or letter of administration or 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 and delivers a copy of the same to the Issuer. The Issuer may at its absolute discretion, where it thinks fit, dispense with the production of the 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 debentures holder on production of sufficient documentary proof or indemnity. In case the debentures are held by a person other than an individual, the rights in the debentures shall vest with the successor acquiring interest therein, including a liquidator or such any other person appointed as per the applicable laws.

Mode of Transfer:

The Issuer will not register any transfer of the Debentures to any NRIs, FIIs or any person not resident in India, unless appropriate regulatory approvals are obtained, if required. The Issuer shall not be duty bound to take interest or trust in or over the Debentures, on record.

The title to the Debentures which are in the physical form shall pass by execution of duly stamped transfer deed(s) accompanied by the Debentures certificate(s) / Letter of allotment(s) together with the necessary supporting documents. The transferee(s) should deliver the Debenture certificates to the Issuer for registration of transfer in the Register of Debenture holders at the Registered / Corporate Office. The Issuer on being satisfied will register the transfer of such Debentures in its Register of Debenture holders. The person whose name is recorded in the Register of Debenture holders shall be deemed to be the owner of the Debentures.

Request for registration of transfer, along with the necessary documents and all other communications, requests, queries and clarifications with respect to the Debentures should be addressed to and sent to the Registered / Corporate Office. No correspondence shall be entertained in this regard at any other Branches or any of the other offices of the Company.

The Issuer will accept the request from Registered Debenture holder(s) for splitting / consolidation of Debenture certificates only if the original Debentures certificate(s) is / are enclosed along with an acceptable letter of request.

No requests for splits below the Market Lot will be entertained.

Transfer of debentures in dematerialized form would be in accordance to the rules / procedures as prescribed by NSDL/CDSL.

Rights of Debenture Holders:

The Debenture holders will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements. The Debentures shall not confer upon the holders the right to receive notice or to attend and vote at the general meetings of the Company. The Debentures shall be subjected to other usual terms and conditions incorporated in the Debenture certificate(s) that will be issued to the allottee(s) of such Debentures by the Company as per the Memorandum and Articles of Association of the Company. The Debenture holders will not be entitled to any of the rights and privileges available to the Shareholders.

Tax Deduction at Source:



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Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source on the interest payable on the debentures. Tax exemption certificate / document / form under section 193 of the Income Tax Act, 1961, if any, must be lodged at the Corporate / Registered Office, at least seven working days before the relevant interest payment becoming due.

C. ISSUE DETAILS

S.No	Particulars	KMIL/2014-15/019	KMIL/2014-15/020
1.	Security Name	Kotak Mahindra Investments Ltd 0% NCD April 18, 2017	Kotak Mahindra Investments Ltd 0% NCD April 4, 2017
2.	Issuer	Kotak Mahindra Investments Ltd.	
3.	Type of Instrument	Secured, Redeemable, Non Convertible Debentures	
4.	Nature of Instrument	Secured	
5.	Mode of Issue	Private Placement	
6.	Eligible Investors	For details kindly refer page no. 22 of Shelf Disclosure Document to be listed on BSE	
7.	Listing	Proposed to be listed on Bombay Stock Exchange Ltd. within 15 days from the date of allotment.	
8.	Rating of The instrument	CRISIL AAA/Stable	
9.	Total Issue Size (Nos)	325 nos.	60 nos.
10.	Total Issue Size (Amount Rs)	Rs. 32,50,00,000/-	Rs. 6,00,00,000/-
11.	Option to retain oversubscription (Amount)	N/A	
12.	Objects of the Issue	For details kindly refer page no. 22 of Shelf Disclosure Document to be listed on BSE	
13.	Details of the utilization of the Proceeds	The proceeds of the issue after meeting the expenditures of and related to the issue of such Debentures / instruments, if any, will be used for various financing activities of the Company, to repay existing debts of the Company and for business operations of the Company including capital expenditure, short term/long term working capital requirements and general corporate purposes of the Company.	
14.	Coupon Rate payable on the nominal value of the issue	N.A.	N.A.
15.	Effective Yield to Maturity	8.9500%	8.9500%
16.	Step Up/Step Down Coupon Rate	Not applicable	
17.	Coupon Payment Frequency	N.A.	N.A.
18.	First Interest Payment date (scheduled date)	Not applicable	
19.	Second Interest Payment date (scheduled date)	Not applicable	
20.	Final Interest Payment date (scheduled date)	Not applicable	
21.	Coupon Type	Zero Coupon NCD	
22.	Coupon Reset Process (incl rates, spread, effective date, interest rate cap and floor etc)	Not applicable	
23.	Day Count Basis	Actual/Actual (Refer Note 2)	
24.	Interest on Application Money	Not Applicable	
25.	Default Interest Rate	2% p.a. over the coupon rate for the defaulting period	
26.	Face Value (Nominal Value) per Debenture	Rs.10,00,000/-	
27.	Paid up value of security (per security as of date)	Rs. 8,32,032/-	Rs. 8,34,772/-
28.	Units Subscribed	325 Nos	60 Nos
29.	Total nominal value of units	Rs. 32,50,00,000/-	Rs. 6,00,00,000/-

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

30.	subscribed Total paid up value of units subscribed	Rs. 27,04,10,400/-	Rs. 5,00,86,320/-
31.	Issue Price per Debenture	Rs. 8,32,032/-	Rs. 8,34,772/-
32.	Discount at which security is issued and the effective yield as a result of such discount	Not Applicable	
33.	Tenure	783 days	769 days
34.	Redemption Date	April 18, 2017	April 4, 2017
35.	Redemption Amount (Principal + Interest)	Rs. 32,50,00,000/-	Rs. 6,00,00,000/-
36.	Redemption Premium/Discount	N.A.	
37.	Put Option & Call Option Date	N.A.	
38.	Put / Call option Time	N.A.	
39.	Put /Call option Price	N.A.	
40.	Minimum Application and in multiples of Debt Securities thereafter	3 debentures and 1 debenture thereafter	
41.	Issue Opening	February 25, 2015	
42.	Issue Closing	February 25, 2015	
43.	Subscription Date	February 25, 2015	
44.	Actual / Deemed date of allotment	February 25, 2015	
45.	Issuance mode of the Instrument	Demat only	
46.	Trading mode of The Instrument	Demat only	
47.	Settlement mode of the Instrument	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE	
48.	Depository	NSDL	
49.	Business Day Convention	Refer Note 3	
50.	Security	Refer note 4	
51.	Asset Cover Ratio	The Company shall maintain the asset cover of 1.00 times during the tenure of the Debentures ("Asset Cover Ratio").	
52.	Events of Default	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE	
53.	Provisions related to Cross Default Clause	N.A.	
54.	Transaction Documents	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE	
55.	Condition Precedent to Disbursements	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE	
56.	Condition subsequent to Disbursements	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE	
57.	Record Date	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE	
58.	Role and responsibility of Debenture Trustee	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE	
59.	Latest Audited Half Yearly financial information as on 30th September, 2014	For details kindly refer page no 18 of Shelf Disclosure Document to be listed on BSE	
60.	Governing Law and Jurisdiction	Refer Section 'B' of Summary Term sheet of Shelf Disclosure Document to be listed on BSE	
61.	Trustee	Axis Trusteeship Services Limited	

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

Notes:

1. Application money, if any, once received by the company cannot be withdrawn by the Applicant.
2. Computation of Interest -Day count convention for calculation of interest shall be - (Actual /Actual) – The denominator for the calculation shall be either 365 (if the calculation period does not contain 29th February) or 366 (if the calculation period includes 29th February), where the calculation period is upto one year. Where a calculation period of longer than one year is involved, two or more calculations are made: interest is calculated for each full year, counting forwards from the beginning of the calculation period. 366 days shall be used as the denominator, where the calculation period includes 29th February. The numerator will be equal to the actual number of days from and including the last interest / coupon payment date, to one day prior to the next interest / coupon payment date (i.e. excluding the value date of the interest / coupon payment).
3. Payment convention
 - (a) Coupon payment falling on a scheduled / unscheduled holiday – Coupon Payment to be “Following Business Day” – i.e. any interest payment (excluding any payment of interest due on maturity date) falling on a Saturday (non-business day) / Sunday or on a bank holiday or on a day when there is no RTGS / NEFT / ECS clearing, shall be paid on the next working day.
 - (b) Redemption proceeds falling on a scheduled holiday – Payment to be “Preceding Business Day” – i.e. If the maturity date of the debt securities, falls on a Saturday (non-business day) / Sunday or on a bank holiday or on a day when there is no RTGS / NEFT / ECS clearing, the redemption proceeds (interest + principal) shall be paid on the preceding / previous working day.
 - (c) Redemption proceeds falling on a unscheduled holiday – Payment to be “Following Business Day” – i.e. If the maturity date of the debt securities, falls on a unscheduled holiday (non-business day) when there is no RTGS / NEFT / ECS clearing, the redemption proceeds (interest + principal) shall be paid on the next working day.
4. The Debenture shall be secured by way of first pari-passu charge in terms of the registered Debenture Trust Deed dated December 21, 2009 on:-
Flat No.F/401, Bhoomi Classic, Link Road, Opposite Life Style Malad (West) Mumbai 400064 measuring 340 sq.ft. (built up) situated at C.T.S. No. 1406G – 1/B, at village Malad, Taluka Borivali, Malad (West) Mumbai 400064 within the registration district of Bombay City and Bombay Suburban in the state of Maharashtra, and Current Assets and Investments.
5. Security Creation : In case of delay in creation of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of attest 2%p.a.over the coupon rate till these conditions are complied with at the option of the investor.
6. Delay in Listing: In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of at least 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.
7. Redemption/Interest proceeds shall be paid to the beneficial owner who is holder of the security as per the records of the Depository seven working days prior to the due date for redemption or put/call date (if applicable), whichever is earlier.
8. Redemption / interest proceeds shall be payable at par at Mumbai on due date.
9. Tax exemption certificates, if applicable, in respect of non-deduction of tax at source on interest on application money must be submitted along with the application form.
10. Tax exemption certificate / document / form under section 193 of the Income Tax Act, 1961, if any, must be lodged at the Corporate / Registered Office, at least three working days before the relevant interest payment becoming due.

Illustration of Bond Cash Flows :

KMIL/2014-15/019:

Cash flows	Date	Amount (in Rs.)	No. of days
Principal + Interest Repayment	Tuesday, April 18, 2017	Rs. 32,50,00,000/-	783 days

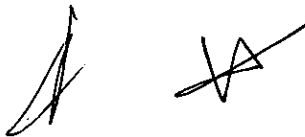
KMIL/2014-15/020:

Cash flows	Date	Amount (in Rs.)	No. of days
Principal + Interest Repayment	Tuesday, April 4, 2017	Rs. 6,00,00,000/-	769 days

Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

D. MATERIAL CONTRACTS AND AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS:

- Mr. Paritosh Kashyap has been appointed as Manager and CEO of the company with effect from Oct 1, 2013.
- Agreement (dated Oct 25, 2013) entered into between the Company and Mr. Paritosh Kashyap appointing him as the Manager of the Company containing the terms and conditions of his appointment and payment of remuneration



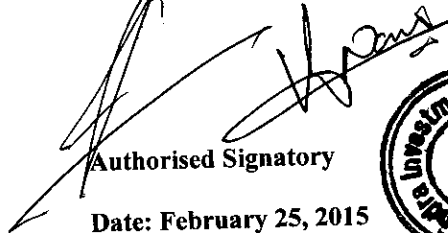
Shelf Disclosure Document Disclosure as Per Schedule I Of SEBI (Issue and Listing Of Debt Securities) Regulation, 2008 and (Amendment) Regulations, 2012 and Private Placement Offer Letter as Per PAS-4 (Pursuant To Section 42of The Companies Act 2013 and Rule 14(1)Of Companies (Prospectus And Allotment Of Securities) Rules, 2014

Declaration by the Directors

- a. The Company has complied with the provisions of the Act and the rules made thereunder;
- b. The compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- c. The monies received under the offer shall be used only for the purposes and objects indicated in the Offer Letter.

I am authorized by the Board of Directors of the Company vide resolution number dated July 14, 2014 to sign this form and declare that all the requirements of 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 his form.

Signed for and on behalf of Kotak Mahindra Investments Limited.


Authorized Signatory

**Date: February 25, 2015
Place: Mumbai**



Attachments to the Information Memorandum:

- 1. Consent letter form the trustees dated 05.11.2013
- 2. Long Term Debt Rating letters from CRISIL dated 02.02.2015



AXIS TRUSTEE

ATSL/CO/13-14/4430/53
November 05, 2013

Kotak Mahindra Investments Limited
6th Floor, Kotak Infinity,
Building No. 21, Infinity Park, Western Highway,
General A.K. Vaidya Marg,
Malad East, Mumbai 400097.

Kind Attn.: Mr. Ashish Agarwal

Dear Sir,


Sub.: Consent Letter to act as Debenture Trustee for Secured, Redeemable, Non-Convertible Debentures aggregating Rs. 2500 crores proposed to be issued by your company

We, Axis Trustee Services Limited, hereby give our consent to act as Debenture Trustee for Secured, Redeemable, Non-Convertible Debentures aggregating Rs. 2500 crores proposed to be issued by your company and are agreeable to the inclusion of our name as Debenture Trustee in the Offer Document/ Information Memorandum to be issued from time to time and / or such other documents to be issued by your company for the purpose of issuance of such debentures.

Thanking you,

For **Axis Trustee Services Limited**


P. P. Narayanan

 Managing Director & CEO

AXIS TRUSTEE SERVICES LTD.

(A wholly owned subsidiary of Axis Bank)

CORPORATE & REGISTERED OFFICE : Axis House, 2nd Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

TEL : 022-24252525/43252525

CONFIDENTIAL



Ref. no., MB/FSR/KMIL/2014-15/1878

February 2, 2015

Mr. Paritosh Kashyap
Chief Executive Officer
Kotak Mahindra Investments Limited
1st Floor, Vinay Bhavya Complex, 159-A CST Road
Kalina, Santacruz (East).
Mumbai- 400 098



Dear Mr. Kashyap,

Re: Review of CRISIL Rating for Non-Convertible Debenture Issues of Kotak Mahindra Investments Ltd aggregating Rs.15.0 billion

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please refer to our rating letters dated January 2, 2015 bearing Ref Number SN/FSR/KMIL/2014-15/1683 and January 28, 2015 bearing Ref Number SNFSR/KMIL/2014-15/1850.

CRISIL has, after due consideration, reaffirmed "CRISIL AAA/Stable" (pronounced "CRISIL triple A rating with stable outlook") rating to the captioned Debt Programme. Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to suspend, withdraw, or revise the rating / outlook assigned to the captioned programme at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL believes may have an impact on the rating.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per the latest SEBI circular¹ on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Rupali Shanker
Director – Financial Sector Ratings

Malvika Bhotika
Manager – Financial Sector Ratings

CERTIFIED TRUE COPY



¹ Please refer to SEBI circular (bearing reference number: CIR/IMD/DF/J 7/2013) on Centralized Database for Corporate bonds/ Debentures dated October 22, 2013

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor.

CRISIL has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. For the latest rating information on any instrument of any company rated by CRISIL, please contact CRISIL, RATING DESK at CRISILratingdesk@crisil.com or at (+91 22) 3342 3001 – 09.

CRISIL Limited
Corporate Identity Number: L67120MH1987PLC042363