



Kotak Mahindra Bank

7th June 2017

| | |
|---|--|
| The Manager Corporate Relationship, BSE Limited, 1 st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. | The Manager National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051. |
|---|--|

Dear Sir,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of the thirty second Annual General Meeting of the Bank.

Kindly acknowledge receipt.

Yours faithfully,
Kotak Mahindra Bank Limited

Bina Chandarana
Bina Chandarana
Company Secretary &
Executive Vice President



Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137

Registered Office:
27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400051,
Maharashtra, India.

T +91 22 61660000
F +91 22 67132403
www.kotak.com

Notice

NOTICE is hereby given that the Thirty Second Annual General Meeting of Kotak Mahindra Bank Limited will be held on Thursday, 20th July 2017, at 10.30 a.m. at Walchand Hirachand Hall of the Indian Merchants Chamber, 4th Floor, Churchgate, Mumbai - 400 020 to transact the following business:

1. To consider and adopt the audited financial statements of the Bank for the year ended 31st March 2017, together with the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Mark Newman (DIN:03518417) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that, pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Reserve Bank of India, the appointment of S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E / E300005), Auditors of the Bank be and is hereby ratified to hold office from the conclusion of the Thirty Second Annual General Meeting until the conclusion of the Thirty Third Annual General Meeting of the Bank and that their remuneration be fixed by the Audit Committee of the Board of Directors of the Bank.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Section 10-A(2-A) of the Banking Regulation Act, 1949, Prof. S. Mahendra Dev (DIN: 06519869) who holds office up to 14th March 2018 and, in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Bank for a further term up to 14th March 2021 and that he shall not be liable to retire by rotation.”

6. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Section 10-A(2-A) of the Banking Regulation Act, 1949, Mr. Uday Chander Khanna (DIN:00079129), who was appointed as an Additional Director with effect from 16th September 2016 and who holds office up to the date of this Annual General Meeting of the Bank and, in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank who shall hold office up to 15th September 2021 and that he shall not be liable to retire by rotation.”

7. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 35-B and other applicable provisions, if any, of the Banking Regulation Act, 1949 or any amendments thereto or any modification or statutory re-enactment(s) thereof, applicable provisions of the Companies Act, 2013 or any amendments thereto or any modification or statutory re-enactment(s) thereof, and subject to the approvals, as may be necessary from the Reserve Bank of India (the “RBI”) and other concerned authorities or regulatory bodies and subject to conditions as may be prescribed by such authorities or regulatory bodies while granting such approvals, the approval of the members of the Bank be and is hereby accorded for the re-appointment of Mr. Uday S. Kotak (DIN: 00007467) as Executive Vice Chairman and Managing Director for the period from 1st January 2018 to 31st December 2020, on the following terms of remuneration:

| | |
|---|---|
| Basic Salary | Upto ₹27.50 lakhs per month |
| Performance bonus | As may be decided by the Board of Directors, subject to approval of RBI. |
| Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment. | Upto ₹50 lakhs per annum |
| Perquisites | |
| a. Housing Accommodation | Fully furnished leased accommodation or House Rent Allowance |
| b. Car | Use of Bank's car for official and private purposes |
| c. Medical Reimbursement | As per the Bank's rules applicable to employees of the Bank, subject to maximum of ₹10 lakhs per annum. |
| Provident Fund/Gratuity/Superannuation or allowance thereof | As per the Bank's rules applicable to employees of the Bank. |
| Leave Travel Allowance | Up to ₹10 lakhs per annum |
| Other benefits towards club fees for subscription to 2 clubs, health insurance, leave. | As per the Bank's rules applicable to employees of the Bank. |

“RESOLVED FURTHER that the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee which the Board of Directors of the Bank may have constituted or may thereafter constitute and delegate with the powers necessary for the purpose) of the Bank be and is hereby authorized to fix the actual amount of remuneration and perquisites, payable or to be provided to Mr. Uday Kotak and vary or increase the same from time to time, within the limits approved by the members, to the extent the Board may consider appropriate and as may be permitted or authorised by RBI on an application made by the Bank.

“RESOLVED FURTHER that in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr. Kotak as minimum remuneration.

“AND RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things and to execute any agreements, documents or instructions as may be required to give effect to this resolution.”

8. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 35-B and other applicable provisions, if any, of the Banking Regulation Act, 1949 or any amendments thereto or any modification or statutory re-enactment(s) thereof, applicable provisions of the Companies Act, 2013 or any amendments thereto or any modification or statutory re-enactment(s) thereof, and subject to the approvals, as may be necessary from the Reserve Bank of India (the “RBI”) and other concerned authorities or regulatory bodies and subject to conditions as may be prescribed by such authorities or regulatory bodies while granting such approvals, the approval of the members of the Bank be and is hereby accorded for the re-appointment of Mr. Dipak Gupta (DIN: 00004771) as Whole-time Director of the Bank designated as Joint Managing Director for the period from 1st January 2018 to 31st December 2020, on the following terms of remuneration:

| | |
|---|---|
| Basic Salary | Up to ₹27.50 lakhs per month |
| Performance bonus | As may be decided by the Board of Directors, subject to approval of RBI |
| Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment. | Up to ₹50 lakhs per annum |
| Perquisites | |
| a. Housing Accommodation | Fully furnished leased accommodation or House Rent Allowance |
| b. Car | Use of the Bank's car for official and private purposes. |
| c. Medical Reimbursement | As per the Bank's rules applicable to employees of the Bank, subject to maximum of ₹10 lakhs per annum. |
| Provident Fund/ Gratuity/ Superannuation or allowance thereof | As per the Bank's rules applicable to employees of the Bank. |
| Leave Travel Allowance | Up to ₹10 lakhs per annum |
| Other benefits towards club fees for subscription to 2 clubs, health insurance, leave. | As per the Bank's rules applicable to employees of the Bank. |
| Employee Stock options | As may be granted by Nomination & Remuneration Committee. |

“RESOLVED FURTHER that the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee which the Board of Directors of the Bank may have constituted or may thereafter constitute and delegate with the powers necessary for the purpose) of the Bank be and is hereby authorized to fix the actual amount of remuneration and perquisites, payable or to be provided to Mr. Dipak Gupta and vary or increase the same from time to time, within the limits approved by the members, to the extent the Board may consider appropriate and as may be permitted or authorised by RBI on an application made by the Bank.

“RESOLVED FURTHER that Mr. Gupta shall be subject to retirement by rotation during his tenure as Whole-time Director.

“RESOLVED FURTHER that in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr. Gupta as minimum remuneration.

“AND RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things and to execute any agreements, documents or instructions as may be required to give effect to this resolution.”

9. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant and subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of all earlier resolutions passed in this regard by the Bank in general meetings, the approval of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank for borrowing from time to time all such sums of money for the purpose of the business of the Bank notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Bank (apart from the temporary loans obtained or to be obtained from the bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed by the Board of Directors and outstanding shall not at any time exceed the sum of ₹60,000 crore (Rupees Sixty Thousand Crore Only).

“RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

10. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 42 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), such other rules and regulations as may be applicable and the provisions of the Memorandum and Articles of Association of the Bank, the consent of the Members of the Bank be and is hereby accorded to borrowings/raising of funds by the Board of Directors of the Bank by way of issue of securities in the nature of unsecured, redeemable non-convertible debentures/bonds, in Indian/foreign currencies in the domestic and/or overseas markets for an amount upto ₹5,000 crore (Rupees Five Thousand Crore Only), for its general corporate purposes within the overall borrowing limits of the Bank, on a private placement basis in one or more tranches and series, as per the structure and on such terms and conditions as may be determined, from time to time, by the Board of Directors of the Bank.

“RESOLVED FURTHER that the Board of Directors of the Bank (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to this resolution.”

NOTES

A. Voting by Electronic means:

The instructions for remote e-voting are as under:

(1) Remote E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice.

A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Bank / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., Kotak Mahindra Bank Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email rupaldjhaveri@rediffmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Kotak Mahindra Bank Limited 32nd Annual General Meeting".

B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Bank / Depository Participant(s)]

- (i) Remote E-Voting Event Number (EVEN), User ID and Password is provided in the E-voting Form.
- (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

B. Voting at AGM: The Members who have not cast their vote electronically through Remote E-voting, can exercise their voting rights at the AGM. The Bank will make necessary arrangements in this regard at the AGM Venue. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper/ polling paper/e-voting facility for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call Karvy on 040-67162222 & Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The remote e-voting period commences on 17th July, 2017 (9.00 am onwards) and ends on 19th July, 2017 (5.00 pm.) During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th July, 2017, may cast their vote electronically in the manner and process set out herein above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Any person, who acquires shares of the Bank and becomes a member of the Bank after dispatch of the notice and holds shares as of the cut-off date i.e. 14th July, 2017, may obtain the login ID and password by sending a request at evoting@karvy.com.
- v. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on <https://evoting.karvy.com> or call Karvy at the following toll free no.: 1800 3454 001.
- vi. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date 14th July, 2017, subject to applicable laws.
- vii. The Board of Directors has appointed Ms. Rupal D. Jhaveri, (Membership No.5441 and Certificate of practice No. 4225), Practicing Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- viii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Bank and within a period not exceeding 48 hours from the conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- ix. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- x. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Bank's website www.kotak.com and on the website of Karvy <https://evoting.karvy.com> and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Bank are listed, for placing the same on their websites.

C. General

- 1. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item Nos. 4 to 10 of the Notice dated 16th May 2017 is annexed hereto.
- 2. A MEMBER ENTITLED TO ATTEND OR VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. The instrument appointing a proxy, to be effective, must be duly filled, stamped and signed and must reach the Bank's Registered Office not later than 48 hours before the commencement of the Meeting.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
6. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Corporate members are requested to send to the Registered Office of the Bank a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the general meeting.
9. The Register of Members and the Share Transfer Books of the Bank will be closed from Friday, 14th July 2017 to Thursday, 20th July 2017 both days inclusive, for the purpose of payment of dividend.
10. If the dividend on shares, as recommended by the Board of Directors, is declared at the Meeting, payment thereof will be made on or before Monday, 31st July 2017, to those members whose names appear on the Register of Members of the Bank as on Friday, 14th July 2017. In respect of shares held in dematerialized form in the Depository system, dividend thereon will be paid to the beneficial owners as per the list to be provided by the Depositories.
11. All correspondence regarding shares of the Bank should be addressed to the Bank's Registrar and Transfer Agent, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
12. Members may avail of the facility for making nominations in respect of the shares held by them. All rights of transfer and/or to amounts payable in respect of the shares shall vest in the nominee in the event of the death of the shareholder. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, kartas of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.
13. A brief profile of all the Directors of the Bank including profile of Directors seeking appointment / reappointment and as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Report on the Corporate Governance.
14. The route map of the venue of the Meeting is given at the end of the Notice. The prominent land mark for the venue is 'Churchgate Station'.

By Order of the Board of Directors

Bina Chandarana

Company Secretary & Sr. Executive Vice President

Place: Mumbai

Date: 16th May 2017

Registered Office:

27 BKC, C 27, G Block,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

CIN: L65110MH1985PLC038137

STATEMENT SETTING OUT MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS:

In terms of Section 102 of the Companies Act, 2013, the following statement sets out all the material facts relating to Item Nos. 4 to 10 of the Notice dated 16th May 2017.

Item No. 4

This explanatory statement is provided though strictly not required as per Section 102 of the Act. Messrs S.R. Batliboi & Co. LLP, Chartered Accountants, having (ICAI Firm Registration Number No. 301003E / E 300005) were appointed as auditors of the Bank for a period of four consecutive years at the Thirtieth Annual General Meeting (AGM) of the Bank held on June 29, 2015, to hold office as such until the conclusion of the Thirty fourth AGM of the Bank.

As per the provisions of Section 139 of the Companies Act, 2013, the said appointment is required to be ratified by the Members at every AGM.

Messrs S.R. Batliboi & Co. LLP has issued a certificate to the effect that the appointment, if ratified, shall be in accordance with the conditions as prescribed in Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Pursuant to the recommendation of the Audit Committee, your Board recommends the ratification of the appointment and fixing of remuneration of Messrs S.R. Batliboi & Co. LLP, Chartered Accountants as the auditors of the Bank to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Bank as set out at Item No. 4 of this Notice, for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Bank or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Section 10 A (2-A) of the Banking Regulation Act, 1949 (BR Act), the members, at Extraordinary General Meeting of the Bank held on 7th January 2015, had accorded their consent for the appointment of Prof. S. Mahendra Dev as an Independent Director of the Bank for a term up to 14th March 2018 being 5 years from the date of his appointment i.e. 15th March 2013.

As per Section 10-A(2-A) of the BR Act, no directors (other than Managing or Whole-Time Director) of a banking company can continuously hold office for a period exceeding 8 years.

He is therefore eligible for re-appointment for a further term of 3 years as per Section 10-A (2-A) of the BR Act, by obtaining consent of the Members by passing a special resolution.

Accordingly, in terms of Sections 150(2) & 152 of the Companies Act, 2013 & Section 10-A(2-A) of the BR Act, resolution at Item No. 5 seek to obtain the Members approval for the re-appointment of Prof. S. Mahendra Dev as Independent Director of the Bank up to 14th March 2021.

The Bank has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Members along with a deposit of ₹1,00,000/- each proposing the candidature of Prof. S. Mahendra Dev for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The details of the Director sought to be re-appointed as Independent Director are set out in the Annexure to the Notice.

The Bank has received declaration from the Director that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors recommend re-appointment of Prof. S. Mahendra Dev as Independent Director, not liable to retire by rotation. In the opinion of the Board of Directors, Prof. S. Mahendra Dev fulfils the conditions specified under the Companies Act, 2013 for re-appointment as Independent Director.

Prof. S. Mahendra Dev and his relatives may be deemed to be concerned or interested in the Resolution at Item No. 5 relating to his re-appointment as an Independent Director. None of the other Directors, Key Managerial Personnel of the Bank or their relatives is interested in the Resolution.

Item No. 6

Mr. Uday Chander Khanna was appointed as an additional director on 16th September 2016 by the Board of Directors of the Bank, and he holds office upto the date this annual general meeting of the Bank.

In view of the provisions of Section 149 (10) of the Act read with Section 10-A (2-A) of the Banking Regulation Act, 1949 (BR Act), appointment of Mr. Uday Chander Khanna as Independent Director is being taken now for a term of 5 years from the date of his appointment i.e. 16th September 2016.

Accordingly, in terms of Sections 150(2) & 152 of the Companies Act, 2013 & Section 10-A(2-A) of the BR Act, Resolution at Item No. 6 seek to obtain the Members approval for the appointment of Mr. Uday Chander Khanna as Independent Director of the Bank.

The Bank has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Members along with a deposit of ₹1,00,000/- each proposing the candidature of Mr. Uday Chander Khanna for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The details of the Director sought to be appointed as Independent Director are set out in the Annexure to the Notice.

The Bank has received declaration from the Director that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors recommend the appointment of Mr. Uday Chander Khanna as Independent Director, not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Uday Chander Khanna fulfils the conditions specified under the Companies Act, 2013 for appointment as Independent Director.

Mr. Uday Chander Khanna and his relatives may be deemed to be concerned or interested in the Resolution at Item No. 6 relating to his appointment as an Independent Director. None of the other Directors, Key Managerial Personnel of the Bank or their relatives is interested in the Resolution.

Item No. 7

At the 29th Annual General Meeting of the Bank held on 16th July 2014, the Members had accorded their consent for the re-appointment and remuneration of Mr. Uday Kotak as Executive Vice-Chairman and Managing Director, for a period from 1st January 2015 to 31st December 2017. The Reserve Bank of India ("RBI"), vide its letter dated 17th December 2014 had approved the re-appointment of Mr. Kotak as Executive Vice Chairman and Managing Director up to 31st December 2017.

The Resolution at Item No. 7 seeks to obtain the Members' approval for the re-appointment of Mr. Uday Kotak for the period from 1st January 2018 to 31st December 2020, in order to enable the Bank to make the requisite application to the RBI for such re-appointment of Mr. Kotak for a further period up to 31st December 2020 on the following terms of remuneration, subject to approval of the RBI:

| | |
|---|---|
| Basic Salary | Up to ₹ 27.50 lakh per month |
| Performance bonus | As may be decided by the Board of Directors, subject to approval of RBI. |
| Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment. | Up to ₹ 50 lakh per annum |
| Perquisites | |
| a. Housing Accommodation | Fully furnished leased accommodation or House Rent Allowance |
| b. Car | Use of the Bank's car for official and private purposes. |
| c. Medical Reimbursement | As per the Bank's rules applicable to employees of the Bank, subject to maximum of ₹ 10 lakh per annum. |
| Provident Fund/Gratuity/Superannuation or allowance thereof | As per the Bank's rules applicable to employees of the Bank. |
| Leave Travel Allowance | Up to ₹ 10 lakh per annum |
| Other benefits towards club fees for subscription to 2 clubs, health insurance, leave. | As per the Bank's rules applicable to employees of the Bank. |

The Directors recommend the Resolution at Item No. 7 for the approval of the Members.

Mr. Uday Kotak and his relatives may be deemed to be concerned or interested in the Resolution relating to his re-appointment and remuneration. None of the other Directors, Key Managerial Personnel of the Bank or their relatives is interested in the resolution.

Item No. 8

At the 29th Annual General Meeting of the Bank held on 16th July 2014, the Members had accorded their consent for the re-appointment and remuneration of Mr. Dipak Gupta as Whole-time Director designated as Joint Managing Director, for a period from 1st January 2015 to 31st December 2017. The Reserve Bank of India ("RBI"), vide its letter dated 17th December 2014 had approved the re-appointment of Mr. Gupta as Joint Managing Director up to 31st December 2017.

The Resolution at Item No. 8 seeks to obtain the Members' approval for the re-appointment of Mr. Dipak Gupta for the period from 1st January 2018 to 31st December 2020, in order to enable the Bank to make the requisite application to the RBI for such re-appointment of Mr. Gupta for a further period up to 31st December 2020 on the following terms of remuneration, subject to approval of the RBI:

| | |
|---|---|
| Basic Salary | Up to ₹ 27.50 lakh per month |
| Performance bonus | As may be decided by the Board of Directors, subject to approval of RBI |
| Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment. | Up to ₹ 50 lakh per annum |
| Perquisites | |
| a. Housing Accommodation | Fully furnished leased accommodation or House Rent Allowance |
| b. Car | Use of the Bank's car for official and private purposes. |
| c. Medical Reimbursement | As per the Bank's rules applicable to employees of the Bank, subject to maximum of ₹ 10 lakh per annum. |
| Provident Fund/ Gratuity/ Superannuation or allowance thereof | As per the Bank's rules applicable to employees of the Bank. |
| Leave Travel Allowance | Up to ₹ 10 lakh per annum |
| Other benefits towards club fees for subscription to 2 clubs, health insurance, leave. | As per the Bank's rules applicable to employees of the Bank. |
| Employee Stock options | As may be granted by Nomination & Remuneration Committee. |

The Directors recommend the Resolution at Item No. 8 for the approval of the Members.

Mr. Dipak Gupta and his relatives may be deemed to be concerned or interested in the Resolution relating to his re-appointment and remuneration. None of the other Directors, Key Managerial Personnel of the Bank or their relatives is interested in the resolution.

Item No. 9

At the Annual General Meeting of the Bank held on 29th June 2015 the Board of Directors were authorized to borrow in excess of the paid up share capital and free reserves up to a limit of ₹ 50,000 crore.

In view of the increase in borrowings that might be necessitated to meet the needs of the constantly expanding business of the Bank and its capacity to utilize the funds profitably it is considered necessary to increase the borrowing powers of the Board of Directors to a sum not exceeding ₹60,000 crore (Rupees sixty thousand crore only) over and above the aggregate of the paid up capital of the Bank and its free reserves at any time.

The Directors recommend the resolution at Item No. 9 of the accompanying Notice for approval of the Members of the Bank.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the passing of the Resolution.

Item No. 10

Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 ('the Rules') provides that a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the offers or invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous Special Resolution only once in a year for all offer(s) or invitation(s) for such debentures during the year.

The Bank has assessed its fund requirements and it is proposed that borrowings by way of securities in the nature of unsecured, redeemable non-convertible debentures/bonds be raised not exceeding ₹5,000 crore in Indian/foreign currencies in the domestic and/or overseas markets for an amount which shall be within the overall authorized borrowing limits as per the extant guidelines. The overall borrowing limits of the Bank under Section 180(1)(c) of the Companies Act, 2013 is ₹50,000 crore (Rupees Fifty Thousand Crore) as approved by the Members at the Annual General Meeting held on 29th June 2015.

Accordingly, during the validity of this resolution, the Bank proposes to issue securities in the nature of unsecured, redeemable non-convertible debentures/bonds by way of private placement. The pricing of the non-convertible debentures/ bonds depends primarily upon the rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the markets, investor appetite for such instruments and investor regulations which enable investments in such instruments.

Considering the above, the Board of Directors at its meeting held on 15th May 2017, proposed to obtain the consent of the Members of the Bank for borrowing/raising of funds by way of securities in the nature of unsecured, redeemable, non-convertible debentures/bonds upto ₹5,000 crore (Rupees Five Thousand Crore Only) on a private placement basis in one or more tranches and series, within the overall borrowing limits of the Bank, as per the structure and on such terms and conditions as may be determined, from time to time, by the Board of Directors of the Bank.

The Directors recommend the Resolution at Item No. 10 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Bank or their relatives is concerned or interested in the said Resolution.

By Order of the Board of Directors

Bina Chandarana

Company Secretary & Sr. Executive Vice President

Place: Mumbai

Date: 16th May 2017

Registered Office:

27 BKC, C 27, G Block,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

CIN: L65110MH1985PLC038137

ANNEXURE

| Name of the Director | Prof. S. Mahendra Dev | Mr. Uday Khanna | Mr. Uday Kotak | Mr. Dipak Gupta |
|--|--|--|---|--|
| Brief details and Nature of Expertise in specific functional area. | Prof. S. Mahendra Dev, PhD from the Delhi School of Economics, aged 59 years is currently Director and Vice Chancellor, Indira Gandhi Institute of Development Research (IGIDR), Mumbai, India. He was Chairman of the Commission for Agricultural Costs and Prices (CACP), Govt. of India, Delhi. He was Director, Centre for Economic and Social Studies, Hyderabad for 9 years during 1999 to 2008. He has done his Post-doctoral research at Yale University and was faculty member at the Indira Gandhi Institute of Development Research, Mumbai for 11 years. He has been a member of several government committees including the Prime Minister's Task Force on Employment and Rangarajan Commission on Financial Inclusion. He has received honors for eminence in public service. He is the Chairman of the Committee on Terms of Trade on agriculture constituted by the Ministry of Agriculture, Government of India. He was a member and Acting Chairman of the National Statistical Commission in the rank of Minister of State, Government of India. He received prestigious Malcolm Adiseshiah Award for outstanding research work on development studies. He is on the Board of Trustees of International Food Policy Research Institute (IFPRI), Washington D.C. | Mr. Uday Chander Khanna, aged 67 years, is a Chartered Accountant by qualification. Mr. Khanna is currently the Non-Executive Chairman of Tata India Ltd. Mr. Khanna was Managing Director & CEO of Lafarge India from July 2005 to July 2011 and the Non-Executive Chairman of Lafarge India from July 2011 to September 2014. He joined the Lafarge Group in Paris on 1 st June 2003 as Senior Vice President for Group Strategy, after an extensive experience of almost 30 years with Hindustan Lever/Unilever in a variety of financial, commercial and general management roles both nationally and internationally. His last position before joining Lafarge was Senior Vice President- Finance. Unilever - Asia, based in Singapore. He has earlier been on the Board of Hindustan Unilever as Director - Exports, after having served as Financial Controller and Treasurer of the company. He has also worked as Vice Chairman of Lever Brothers in Nigeria and General Auditor for Unilever - North America, based in the USA. | Mr. Uday Kotak, aged 58 years, holds a Bachelor's degree in Commerce, and an MMS degree from Jamnalal Bajaj Institute of Management Studies, Mumbai. He is the Executive Vice-Chairman and Managing Director of the Bank and its principal founder with the Kotak Group. Mr. Dipak Gupta is responsible for overseeing leadership, over the past 31 years, the wealth management business, Kotak Mahindra group established a prominent presence in major areas of financial services including Banking, Stock broking, Investment banking, Car finance, Insurance and Asset Management. He is a member of the Primary Market Advisory Committee of SEBI, Member of the Board of Governors of Indian Council for Research on International Economic Relations and National Institute of Securities Markets. Mr. Kotak has been awarded the 'EY World Entrepreneur of the Year Award' in 2014 by Ernst & Young, 'Economic Times Business Leader of the Year Award' in 2015 by the Economic Times, 'Best Transformational Leader Award 2015' by Asian Centre for Corporate Governance Sustainability in 2016, and 'Businessman of the Year 2016' by Business India amongst many others. | Mr. Dipak Gupta, B.E. (Electronics), PGDM-IIM, Ahmedabad, aged 56 years, is the Joint Managing Director of the Bank and has over 31 years of experience in the financial services sector, 25 years of which have been with the Kotak Group. Mr. Dipak Gupta is responsible for overseeing the wealth management business, alternative investments business which includes private equity funds and real estate funds, treasury and asset reconstruction business of the Bank. Mr. Dipak Gupta was responsible for leading the Kotak Group's initiatives into the banking arena. He was the Executive Director of Kotak Mahindra Prime Limited. Prior to joining the Kotak Group, he was with A. F. Ferguson & Company. |
| Date of appointment (Board) | 15 th March 2013 | 16 th September 2016 | 21 st November 1985 | 1 st October 1999 |
| Date of appointment/ re-appointment (Shareholders) | 7 th January 2015 | - | 16 th July 2014 | 16 th July 2014 |
| Date up to which the Director shall hold office | 14 th March 2021 | 15 th September 2021 | 31 st December 2020 | 31 st December 2020 |

| Name of the Director | Prof. S. Mahendra Dev | Mr. Uday Khanna | Mr. Uday Kotak | Mr. Dipak Gupta |
|---|---|---|---|---|
| Directorships in other companies | <ul style="list-style-type: none"> Kotak Mahindra Prime Limited DSP Blackrock Investment Managers Private Limited Castrol India Limited Pidlite Industries Limited Pfizer Limited The Anglo Scottish Education Society (Cathedral & John Connon School) - Member of Governors | <ul style="list-style-type: none"> Bata India Limited DSP Blackrock Investment Managers Private Limited Castrol India Limited Pidlite Industries Limited Pfizer Limited The Anglo Scottish Education Society (Cathedral & John Connon School) - Member of Governors | <ul style="list-style-type: none"> Kotak Mahindra Asset Management Company Limited Kotak Mahindra Capital Company Limited Kotak Mahindra Prime Limited Kotak Mahindra Old Mutual Life Insurance Limited Kotak Securities Limited Kotak Mahindra Investments Limited The Mahindra United World College of India - Governing Member (Section 8 Company) The Anglo Scottish Education Society (Cathedral & John Connon School) - Member - Board of Governors | <ul style="list-style-type: none"> Kotak Mahindra Capital Company Limited Kotak Mahindra Investments Limited Kotak Infrastructure Debt Fund Limited Kotak Mahindra (UK) Limited Kotak Mahindra Inc. Kotak Mahindra Old Mutual Life Insurance Limited Kotak Investment Advisors Limited |
| Details of Memberships/ Chairmanships of Committees (includes only Audit Committee and Stakeholders Relationship Committee) | Member of Audit Committee of Bank and Chairman of the Stakeholders Relationship Committee of the Bank. | Member of Audit Committee of the Bank. | Member of Stakeholders Relationship Committee of the Bank. | Member of Stakeholders Relationship Committee of the Bank. |
| Shareholding in the Bank as at 16 th May 2017 | NIL | NIL | 58,49,27,100 6,24,556 (Beneficial Owner) | 13,43,592 |

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



