

13th October 2016**BEST EMPLOYERS IN INDIA**
Consistently in 2007, 2009 & 2011 - Study by Aon Hewitt

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.
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Dear Sir,

Re: Quarterly Compliance Report on Corporate Governance

Pursuant to Regulation 27 (2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Quarterly Compliance Report on Corporate Governance for the quarter and half year ended 30th September 2016.

Kindly acknowledge receipt.

Yours faithfully,
Kotak Mahindra Bank Limited
Bina Chandarana
Company Secretary &
Executive Vice President

Encl : as above.



COMPLIANCE REPORT ON CORPORATE GOVERNANCE - QUARTERLY

1. Name of Listed Entity : Kotak Mahindra Bank Limited
2. Quarter ending : 30th September 2016

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/Executive/Independent/Nominee) &	Date of Appointment in the current term /cessati on	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Dr.	Shankar Acharya	PAN NO.: AAAPA0002E DIN No. 00033242	Non-Executive Chairman (Independent under the Listing Regulations; Non-Independent under the Companies Act, 2013)	20.07.2015	N.A.	2	NIL	NIL	
Mr.	Uday Kotak	PAN NO.: AABPK8999F DIN No. 00007467	Executive (Vice Chairman & Managing Director)	01.01.2015	N.A.	3	1	NIL	
Mr.	Dipak Gupta	PAN NO.: AAAPG6087F DIN No. 00004771	Executive (Joint Managing Director)	01.01.2015	N.A.	3	3	NIL	
Mr.	C Jayaram	PAN NO.: ACLPJ5511E DIN No. 00012214	Joint Managing Director till 30 th April 2016. Non-Executive Director w.e.f. 1 st May 2016.	01.01.2015	N.A.	1	1 (till 10 th May 2016)	NIL	



Mr.	Prakash Apte	PAN NO.: AABPA3173H DIN No. 00196106	Non-Executive / Independent	18.03.2011	Up to 17 th March 2019	2	1	1
Mr.	Amit Desai	PAN NO.: AAQPD1916Q DIN No. 00310510	Non-Executive / Independent	18.03.2011	Up to 17 th March 2019	1	NIL	NIL
Prof.	S. Mahendra Dev	PAN NO.: AAKPS6713L DIN No. 06519869	Non-Executive / Independent	15.03.2013	Up to 14 th March 2018	2	2	1
Ms.	Farida Khambata	PAN NO.: ALJPK1909N DIN No. 06954123	Non-Executive / Independent	07.09.2014	up to 6 th September 2019	1	NIL	NIL
Mr.	Mark Newman	DIN No.: 03518417	Non-Executive	05.05.2015	N.A.	1	NIL	NIL
Mr.	Uday Khanna	PAN NO.: AFEPK7061E DIN No. 00079129	Non-Executive / Additional Director	16.09.2016	N.A.	5	3	3

§PAN number of any director would not be displayed on the website of Stock Exchange

*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	Mr. Prakash Apte - Chairman Mr. Uday Khanna Prof. S. Mahendra Dev	Non-Executive / Independent Non-Executive / Additional Director Non-Executive / Independent
2. Nomination & Remuneration Committee	Mr. Amit Desai - Chairman Dr. Shankar Acharya Mr. Prakash Apte	Non-Executive / Independent Non-Executive Non-Executive / Independent
3. Risk Management Committee (if applicable)	Mr. Amit Desai - Chairman Mr. Uday Kotak Mr. Dipak Gupta Mr. Arvind Kathpalia	Non-Executive / Independent Executive (Vice Chairman & Managing Director) Executive (Joint Managing Director) Group Head - Risk
4. Stakeholders Relationship Committee	Prof. S. Mahendra Dev - Chairman Mr. Uday Kotak Mr. Dipak Gupta	Non-Executive / Independent Executive (Vice Chairman & Managing Director) Executive (Joint Managing Director)
*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
11 th May 2016	21 st July 2016 16 th September 2016	70 days



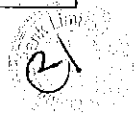
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee:</u> 20 th July 2016 21 st July 2016	Yes Yes	19 th April 2016 11 th May 2016	69 days
<u>Nomination & Remuneration Committee:</u>	-	19 th May 2016 25 th June 2016	-
<u>Risk Management Committee:</u> 24 th September 2016	Yes	2 nd April 2016 25 th June 2016	-
<u>Stakeholders Relationship Committee:</u> 8 th September 2016	N.A.	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) ^{refer note}
Whether prior approval of audit committee obtained	Yes. Omnibus approval of Audit Committee obtained.
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report will be placed before Board of Directors at the ensuing Board Meeting scheduled. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation : Bina Chandarana

Company Secretary / Compliance Officer /Managing Director /CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



COMPLIANCE REPORT ON CORPORATE GOVERNANCE – HALF YEARLY

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) (refer note below)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No. Mr. Amit Desai, Chairman of the Nomination and Remuneration Committee was unable to attend the Annual General Meeting (AGM) due to certain unavoidable prior commitments. Pursuant to the provisions of Section 178 (7) of the Companies Act, 2013, he had authorized Mr. Prakash Apte, Member of the Nomination and Remuneration Committee to attend the AGM on his behalf.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

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Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Name & Designation : Bina Chandarana

Company Secretary/ Compliance Officer/ Managing Director/CEO

