

12<sup>th</sup> July 2017

The Manager Corporate Relationship, BSE Limited, 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Buliding, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.	The Manager National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> 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 ended 30<sup>th</sup> June 2017.

Yours faithfully,  
**Kotak Mahindra Bank Limited**

*B. R. Chandarana*  
**Bina Chandarana**  
**Company Secretary &**  
**Sr. Executive Vice President**

Encl: as above



**Kotak Mahindra Bank Ltd.**  
CIN: L65110MH1985PLC038137

Registered Office:

27BKC, C 27, G Block,

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**COMPLIANCE REPORT ON CORPORATE GOVERNANCE - QUARTERLY**

1. Name of Listed Entity : Kotak Mahindra Bank Limited
2. Quarter ending : 30<sup>th</sup> June 2017

I. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/N on-dependent/Nominee) &	Date of Appointment in the current term /cessation	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	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.	2	3	NIL	
Mr.	C Jayaram	PAN NO. : ACLPJ5511E DIN No. 00012214	Joint Managing Director till 30 <sup>th</sup> April 2016. Non-Executive Director w.e.f. 1 <sup>st</sup> May 2016.	01.05.2016	N.A.	3	3	NIL	

Mr.	Prakash Apte	PAN NO.: AABPA3173H DIN No. 00196106	Non-Executive / Independent	18.03.2011	Up to 17 <sup>th</sup> March 2019	2	1	2
Mr.	Amit Desai	PAN NO.: AAQPD1916Q DIN No. 00310510	Non-Executive / Independent	18.03.2011	Up to 17 <sup>th</sup> March 2019	1	NIL	NIL
Prof.	S. Mahendra Dev	PAN NO.: AAKPS6713L DIN No. 06519869	Non-Executive / Independent	15.03.2013	Up to 14 <sup>th</sup> March 2018	2	2	1
Ms.	Farida Khambata	PAN NO.: ALJPK1909N DIN No. 06954123	Non-Executive / Independent	07.09.2014	up to 6 <sup>th</sup> September 2019	1	1	NIL
Mr.	Mark Newman	DIN No.: 03518417	Non-Executive	05.05.2015	N.A.	1	1	NIL
Mr.	Uday Khanna	PAN NO.: AFEPK7061E DIN No. 00079129	Non-Executive / Additional Director	16.09.2016	N.A.	5	4	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)
25 <sup>th</sup> January 2017 17 <sup>th</sup> March 2017 30 <sup>th</sup> March 2017	27 <sup>th</sup> April 2017 15 <sup>th</sup> May 2017	27 days

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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*
Audit Committee: 27 <sup>th</sup> April 2017 9 <sup>th</sup> May 2017	Yes	24 <sup>th</sup> January 2017 14 <sup>th</sup> February 2017	71 days
Nomination & Remuneration Committee: 15 <sup>th</sup> May 2017	Yes	23 <sup>rd</sup> February 2017	-
Risk Management Committee: 25 <sup>th</sup> June 2017	Yes	25 <sup>th</sup> March 2017	-
Stakeholders Relationship Committee: -	-	14 <sup>th</sup> March 2017	-

\* 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) <sup>refer note</sup>
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**

- 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.
- 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 1<sup>st</sup> 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.

