

BEST EMPLOYERS IN INDIA
Consistently in 2007, 2009 & 2011 - Study by Aon Hewitt22nd July 2016

The Manager Corporate Relationship, BSE Limited, 1 st 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 th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.
---	--

Dear Sir,

Sub: Outcome of the 31st Annual General Meeting of the Shareholders of the Bank

This is to inform you that the 31st Annual General Meeting (AGM) of the Bank was held on 22nd July 2016 at 10.30 a.m. at Walchand Hirachand Hall of Indian Merchants Chamber, 4th Floor, Churchgate, Mumbai 400020.

As per the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Bank had provided remote e-voting facility and e-voting (instapoll) facility at the AGM to its shareholders for voting on the business to be transacted at the AGM of the Bank.

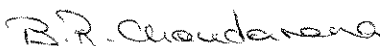
The Bank had appointed Ms. Rupal Jhaveri, Practicing Company Secretary as the Scrutinizer for the remote e-voting and e-voting (instapoll) at the AGM. As per the Scrutinizer's Report, all Resolutions contained in the Notice of the AGM were approved by the shareholders with requisite majority and all the resolutions were declared to be passed on 22nd July 2016.

Further, please note that Mr. N. P. Sarda, ceased to be a Director of the Bank upon conclusion of the AGM since he did not seek his re-appointment at the AGM on having crossed 70 years of age in line with the Reserve Bank of India policy and directions. Also, Mr. C Jayaram was appointed as a Non-Executive Non-Independent Director of the Bank at the AGM.

Pursuant to Regulation 44(3), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed details of the consolidated voting results along with the Scrutinizer's Report, for your information and records.

Thanking You,

Yours faithfully,

Kotak Mahindra Bank Limited**Bina Chandarana**
Company Secretary &
Executive Vice President

Encl: as above

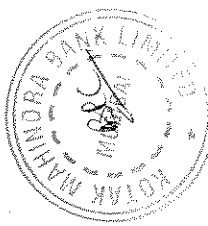
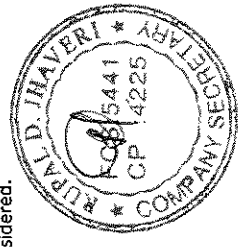
Kotak Mahindra Bank Limited

CIN L65110MH1985PLC038137 T +91 22 61660000
Registered Office: F +91 22 67132403
27BKC, C 27, G Block www.kotak.com
Bandra Kurla Complex
Bandra (E), Mumbai - 400 051
Maharashtra, India.

KOTAK MAHINDRA BANK LIMITED	
Date of the AGM/EGM	22-07-2016
Total number of shareholders on record date	142983
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	3
Public:	138
No. of Shareholders attended the meeting through Video	0
Promoters and Promoter Group:	0
Public:	0

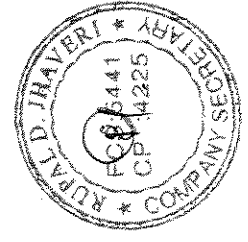
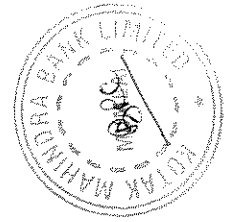
Resolution required: (Ordinary/ Special)		ORDINARY - Adoption of the financial statements for the year ended 31st March 2016 and the report of the Directors and the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour, on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	Mode of Voting	618192684	618148684								
	E-Voting										
	LESS:Votes not considered pursuant to Section 12(2) of Banking Regulation Act, 1949										
	Votes considered	337162573	337162573								
	Poll										
	Postal Ballot (if applicable)										
	E-Voting										
	Poll										
	Postal Ballot (if applicable)										
	E-Voting										
Public- Institutions	Poll	746880440									
	Postal Ballot (if applicable)										
Public- Non Institutions	E-Voting										
	Poll										
	Postal Ballot (if applicable)										
	Total	1498600940	1236912686	82.54	1236912648	38	100.00	100.00			

*Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



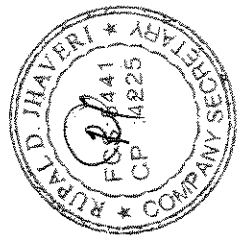
ORDINARY - Declaration of dividend on equity shares for the year ended 31st March 2016										
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	618192584	618148684							
	LESS: Votes not considered pursuant to Section 12(2) of Banking Regulation Act, 1949	337162573	337162573							
	Votes considered	281030111	280986111	99.98	280986111	0	100.00	0.00		
Public- Institutions	Poll		0	0.00	00	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00		
	E-Voting		669667213	89.66	669667213	0	100.00	0.00		
Public- Non Institutions	Poll	746880440	0	0.00	00	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00		
	E-Voting		286450065	60.86	286450047	18	100.00	0.00		
Total	Poll	470690389	561395	0.12	561191	204	99.96	0.04		
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00		
	Total	1498800940	1237664784	82.59	1237664562	222	100.00	0.00		

*Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



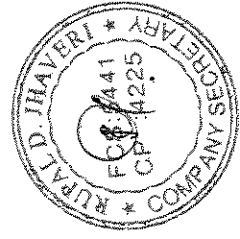
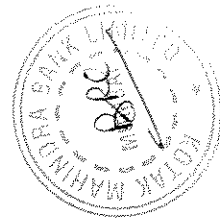
Resolution required: (Ordinary/ Special)	ORDINARY - Reappointment of S.R. Batliboi & Co., LLP as auditors of the Bank and fixing their remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	618192684	618148684							
	LESS:Votes Not considered pursuant to Section 12(2) of Banking Regulation Act, 1949	337162573	337162573							
Public- Institutions	Votes considered	281030111	280986111	99.98	280986111	0	100.00	0.00		
	Poll		0	0.00	00	0	0.00	0.00		
Public- Non Institutions	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00		
	E-Voting		669667213	89.66	669667213	0	100.00	0.00		
Public- Non Institutions	Poll	746880440	0	0.00	00	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00		
Public- Non Institutions	E-Voting		286449165	60.86	286447047	2118	100.00	0.00		
	Poll	470690389	561395	0.12	561395	0	100.00	0.00		
Public- Non Institutions	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00		
	Total	1498600940	1237663884	82.59	1237661766	2118	100.00	0.00		

*Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



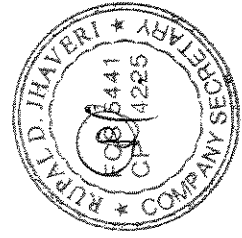
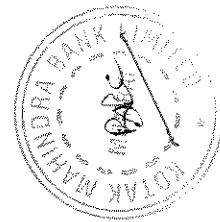
Resolution required: (Ordinary/ Special)	ORDINARY - Retirement of Mr. Sarda (DIN: 03480129) who retires by rotation and does not seek reelection.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2]/(1)* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[4]/(2)*100	% of Votes against on votes polled (7)=[5]/(2)*100		
Promoter and Promoter Group	E-Voting	618192684	618148684							
	LESS:Votes Not considered pursuant to Section 12(2) of Banking Regulation Act, 1949	337162573	337162573							
	Votes considered	281030111	280986111	99.98	280986111	0	100.00			0.00
	Poll		0	0.00	00	0	0.00			0.00
Public- Institutions	Postal Ballot (if applicable)		0	0.00	00	0	0.00			0.00
	E-Voting		669667213	89.66	668730424	936789	99.86			0.14
	Poll		0	0.00	00	0	0.00			0.00
	Postal Ballot (if applicable)	746880440		0.00	00	0	0.00			0.00
Public- Non Institutions	E-Voting		286443867	60.86	286440853	3014	100.00			0.00
	Poll		561395	0.12	561393	2	100.00			0.00
	Postal Ballot (if applicable)	470690389		0.00	00	0	0.00			0.00
	Total	1498600940	1237658586	82.59	1236718781	939805	99.92			0.08

*Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



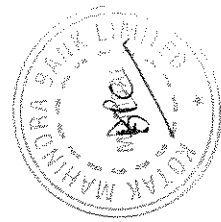
ORDINARY - Appointment of Mr. C. Jayaram (DIN: 00012214) as non-executive non-independent director of the Bank.									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	618192684	618148684						
	LESS: Votes Not considered pursuant to Section 12(2) of Banking Regulation Act, 1949	337162573	337162573						
	Votes considered	281030111	280986111	99.98	280986111	0	100.00	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00	0.00
Public- Institutions	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00	0.00
	E-Voting		669667213	89.66	654663579	15003634	97.76	2.24	0.00
	Poll	746880440	0	0.00	00	0	0.00	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00	0.00
	E-Voting		286445065	60.86	286441255	3810	100.00	0.00	0.00
	Poll	470690389	561395	0.12	561395	0	100.00	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00	0.00
	Total	1498600940	1237659784	82.59	1222652340	15007444	98.79	1.21	1.21

*Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



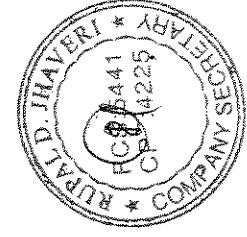
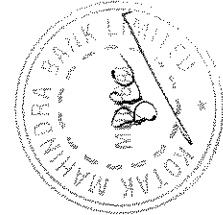
Resolution required: (Ordinary/ Special)		ORDINARY - Increase in remuneration of Dr. Shankar Acharya (DIN: 00033242), part-time Chairman of the Bank.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	618192684	618148684								
	LESS: Votes Not considered pursuant to Section 12(2) of Banking Regulation Act, 1949										
	Votes considered	281030111	280986111	99.98	280986111	0	100.00	0.00			
	Poll		0	0.00	00	0	0.00	0.00			
Public- Institutions	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00			
	E-Voting		669667213	89.66	667450507	2216706	99.67	0.33			
	Poll		0	0.00	00	0	0.00	0.00			
	Postal Ballot (if applicable)	746880440		0.00	00	0	0.00	0.00			
Public- Non Institutions	E-Voting		286450061	60.86	286444398	5663	100.00	0.00			
	Poll		561395	0.12	561393	2	100.00	0.00			
	Postal Ballot (if applicable)	470690389		0.00	00	0	0.00	0.00			
	Total	1498600940	1237664780	82.59	1235442409	2222371	99.82	0.18			

*Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



SPECIAL - Payment of commission to Non-Executive Directors of the Bank.									
Resolution required: (Ordinary/ Special)	No								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	618192684	618148684						
	LESS:Votes Not considered pursuant to Section 12(2) of Banking Regulation Act, 1949	337162573	337162573						
	Votes considered	281030111	280986111	99.98	280986111	0	100.00	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00	0.00
Public- Institutions	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00	0.00
	E-Voting		669667213	89.66	654472747	15194466	97.73	2.27	0.00
	Poll	746880440	0	0.00	00	0	0.00	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00	0.00
Public- Non Institutions	E-Voting		286445015	60.86	286441271	3744	100.00	0.00	0.00
	Poll	470690389	561395	0.12	561393	2	100.00	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00	0.00
Total		1498600940	1237659734	82.59	1222461522	15198212	98.77	1.23	

*Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



RUPAL D. JHAVERI

COMPANY SECRETARY

22, Rajgir Chambers, 3rd Floor, 12-14, Shahid Bhagat Singh Road, Opp. Old Custom House, Mumbai 400 001. Tel.: 43440103 Fax:22662667

REPORT OF SCRUTINIZER

Date: July 22, 2016

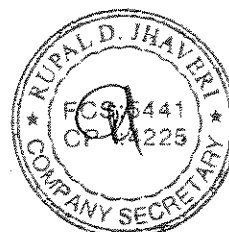
To
The Chairman
Annual General Meeting
Of Kotak Mahindra Bank Limited ("**the Bank**") held on 22nd July, 2016
at 10.30 a.m. at Walchand Hirachand Hall of the,
Indian Merchants Chamber, 4th Floor,
Churchgate, Mumbai - 400 020.

Dear Sir,

I, Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No.5441 and Certificate of Practice No.4225) have been appointed by the Board of Directors of Kotak Mahindra Bank Limited as a Scrutinizer under the provisions of Section 108 of the Companies Act, 2013 and the 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 Obligations and Disclosure Requirements) Regulations, 2015, for remote e-Voting and voting through electronic means (Instapoll) for the Annual General Meeting held on 22nd July, 2016 at 10.30 a.m. at Walchand Hirachand Hall of the Indian Merchants Chamber, 4th Floor, Churchgate, Mumbai - 400 020 and submit our report as under:-

1. The Bank has provided with the remote e-voting facility on all items of the business sought to be transacted at the Annual General Meeting held on 22nd July, 2016. The same commenced on 18th July, 2016 (9.00 a.m.) onwards and concluded on 21st July, 2016 (5.00 p.m.). The remote e-voting services were provided by Karvy Computershare Private Limited (Karvy).
2. Further, during the Annual General Meeting, Members who were present at the meeting but could not participate in the remote e-voting facility were provided the facility to vote through electronic means (Instapoll).
3. As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the Annual General Meeting, Karvy provided us with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.
4. Subsequently, the votes cast through remote e-voting were unblocked at around 12:40 p.m. on 22nd July, 2016 in the presence of two witnesses and the e-voting summary statement was downloaded from Karvy (<http://evoting.karvy.com>).
5. As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the Annual General Meeting, Karvy provided us with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.

The summary of the results of the remote e-voting and voting through electronic means (Instapoll) are as under:



Resolution No. 1: Adoption of the financial statements of the Bank for the year ended 31st March 2016 and the Reports of the Directors and the Auditors thereon. (Ordinary Resolution)

(i) Voted in favour of the Resolution:

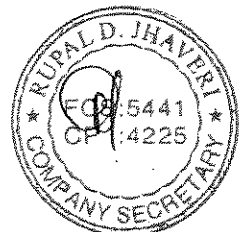
Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1008	1573513826	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		337162573	
Remote e-voting (Total votes considered)	1008	1236351253	100
Voting through electronic means (Instapoll)	67	561395	100
Total (Remote E-voting + Instapoll)	1075	1236912648	100

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	4	38	0
Voting through electronic means (Instapoll)	0	0	0
Total (Remote E-voting + Instapoll)	4	38	0

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Voting through electronic means (Instapoll)	0	0



Resolution No. 2: Declaration of dividend on equity shares for the year ended March 31, 2016 (Ordinary Resolution)

(i) Voted in favour of the Resolution:

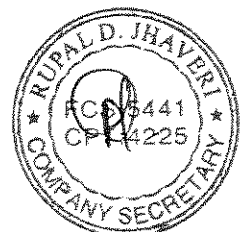
Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1017	1574265944	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		337162573	
Remote e-voting (Total votes considered)	1017	1237103371	100
Voting through electronic means (Instapoll)	66	561191	99.96
Total (Remote E-voting + Instapoll)	1083	1237664562	100

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	3	18	0
Voting through electronic means (Instapoll)	1	204	0.04
Total (Remote E-voting + Instapoll)	4	222	0

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Voting through electronic means (Instapoll)	0	0



Resolution No. 3: Re-appointment of M/s. S.R. Batliboi & Co., LLP as Auditor of the Bank and fixing their remuneration. (Ordinary Resolution)

(i) Voted In favour of the Resolution:

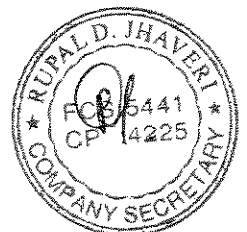
Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1011	1574262944	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		337162573	
Remote e-voting (Total votes considered)	1011	1237100371	100
Voting through electronic means (Instapoll)	67	561395	100
Total (Remote E-voting + Instapoll)	1078	1237661766	100

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	8	2118	0
Voting through electronic means (Instapoll)	0	0	0
Total (Remote E-voting + Instapoll)	8	2118	0

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Voting through electronic means (Instapoll)	0	0



Resolution No. 4: Retirement of Mr. N.P. Sarda (DIN:03480129), who retires by rotation and does not seek re-election(Ordinary Resolution)

(i) Voted in favour of the Resolution:

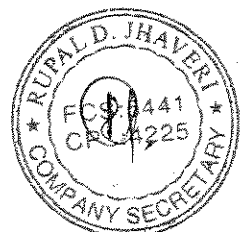
Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1006	1573319961	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		337162573	
Remote e-voting (Total votes considered)	1006	1236157388	99.92
Voting through electronic means (Instapoll)	66	561393	100
Total (Remote E-voting + Instapoll)	1072	1236718781	99.92

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	10	939803	0.08
Voting through electronic means (Instapoll)	1	2	0
Total (Remote E-voting + Instapoll)	11	939805	0.08

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Voting through electronic means (Instapoll)	0	0



Resolution No. 5: Appointment of Mr. C. Jayaram (DIN:00012214) as Non-Executive Non-Independent Director of the Bank (Ordinary Resolution)

(i) Voted in favour of the Resolution:

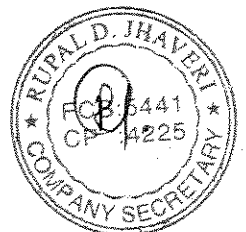
Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total of valid votes cast
Remote e-voting	986	1559253518	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		337162573	
Remote e-voting (Total votes considered)	986	1222090945	98.79
Voting through electronic means (Instapoll)	67	561395	100
Total (Remote E-voting + Instapoll)	1053	1222652340	98.79

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total of valid votes cast
Remote e-voting	34	15007444	1.21
Voting through electronic means (Instapoll)	0	0	0
Total (Remote E-voting + Instapoll)	34	15007444	1.21

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Voting through electronic means (Instapoll)	0	0



Resolution No. 6: Increase in remuneration of Dr. Shankar Acharya (DIN: 00033242), part-time Chairman of the Bank (Ordinary Resolution)

(i) Voted in favour of the Resolution:

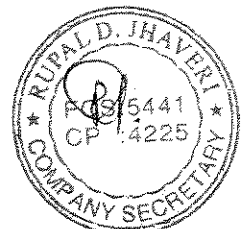
Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	996	1572043589	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		337162573	
Remote e-voting (Total votes considered)	996	1234881016	99.82
Voting through electronic means (Instapoll)	66	561393	100
Total (Remote E-voting + Instapoll)	1062	1235442409	99.82

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	23	2222369	0.18
Voting through electronic means (Instapoll)	1	2	0
Total (Remote E-voting + Instapoll)	24	2222371	0.18

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Voting through electronic means (Instapoll)	0	0



**Resolution No. 7: Payment of commission to Non-Executive Directors of the Bank
(Special Resolution)**

(i) Voted in favour of the Resolution:

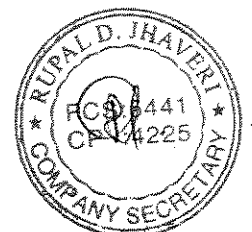
Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	990	1559062702	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		337162573	
Remote e-voting (Total votes considered)	990	1221900129	98.77
Voting through electronic means (Instapoll)	66	561393	100
Total (Remote E-voting + Instapoll)	1056	1222461522	98.77

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	28	15198210	1.23
Voting through electronic means (Instapoll)	1	2	0
Total (Remote E-voting + Instapoll)	29	15198212	1.23

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Voting through electronic means (Instapoll)	0	0

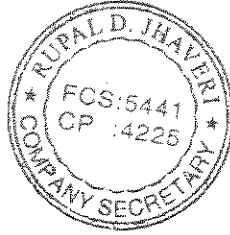


All the Resolutions mentioned in the AGM Notice as per the details stated above stand passed under remote e-voting and voting conducted at AGM, with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the registers from the service provider in respect of the votes cast through remote e-voting and voting conducted at the AGM by the members of the Bank. The other relevant records relating to remote e-voting and voting conducted at the AGM is under my safe custody and will be handed over to the Company Secretary for safe keeping after the Chairman signs the minutes.

Thanking you,

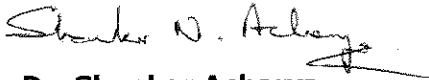
Yours faithfully



Rupal D. Jhaveri
Practicing Company Secretary
FCS No.5441
CP No. 4225

Place : Mumbai
Date : 22nd July, 2016

I Accept:



Dr. Shankar Acharya
Chairman
Kotak Mahindra Bank Limited

Place : Mumbai
Date : 22nd July, 2016