

31<sup>st</sup> August 2016

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 Sirs,

**Sub: Result of the Postal Ballot**

We refer to our letter dated 3<sup>rd</sup> August 2016 enclosing the Postal Ballot Notice dated 21<sup>st</sup> July 2016 along with explanatory statement seeking consent of the members for issuance of securities in the nature of unsecured, redeemable non-convertible debentures / bonds on private placement basis.

In this connection, we wish to inform you that the Special Resolution as mentioned in the aforesaid Postal Ballot Notice has been passed by the members by requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed details of the 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 &**  
**Sr. Executive Vice President**

Encl: as above

**Kotak Mahindra Bank Limited**

CIN L65110MH11985PLC038137 T +91 22 61660000

Registered Office: F +91 22 67132403

27BKC, C 27, G Block www.kotak.com

Bandra Kurla Complex

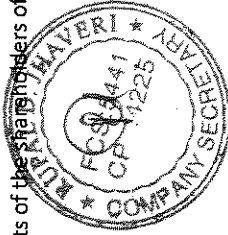
Bandra (E), Mumbai - 400 051

Maharashtra, India

Company Name	KOTAK MAHINDRA BANK LIMITED	
Date of declaration of Postal Ballot results	31st August 2016	
Total number of shareholders on record date (i.e. 22nd July 2016)	142650	
No. of shareholders present in the meeting either in person or through proxy:	Not applicable	
Promoters and Promoter Group:		
Public:		
No. of Shareholders attended the meeting through Video Conferencing	Not applicable	
Promoters and Promoter Group:		
Public:		

Resolution required: (Ordinary/ Special)	SPECIAL - Issuance of securities in the nature of unsecured, redeemable non-convertible debentures/bonds on private placement basis						
Whether promoter/ promoter group are interested in the agenda/resolution?	No						
Category	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
Mode of Voting	618192684	616955956					
E-Voting							
LESS: Votes not considered pursuant to Section 12(2) of Banking Regulation Act, 1949							
Promoter and Promoter Group	337162573	337162573	99.56	279793383	0	100.00	0.00
Votes considered	281030111	279793383	0.00	0	0	0.00	0.00
Poll		0	0.00	0	0	0.00	0.00
Postal Ballot		0	0.00	0	0	0.00	0.00
E-Voting	748927184	661601131	88.34	661601131	0	100.00	0.00
Poll		0	0.00	0	0	0.00	0.00
Postal Ballot		180000	0.02	180000	0	100.00	0.00
Public- Institutions		81627344	17.42	81619361	7983	99.99	0.01
E-Voting		0	0.00	0	0	0.00	0.00
Poll	468643645	627859	0.13	591585	36274	94.22	5.78
Postal Ballot							
Total	1498600940	1023829717	68.32	1023785460	44257	100.00	0.00

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



## Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

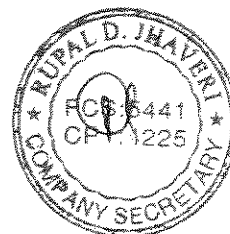
To,

The Chairman  
**Kotak Mahindra Bank Limited**

Dear Sir,

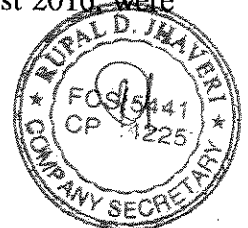
I, Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No.5441 and Certificate of Practice No.4225), appointed as Scrutinizer for the purpose of scrutinizing in a fair and transparent manner, the postal ballot and e-voting process of **Kotak Mahindra Bank Limited** ("the Company") conducted for seeking consent of the Members for the special resolution under Section 42 of the Companies Act, 2013, for issuance of securities in the nature of unsecured redeemable non-convertible debentures/bonds on Private Placement basis ("Resolution") as contained in the Postal Ballot Notice dated 21<sup>st</sup> July 2016 ("Notice"), submit our report as under:

1. The Company has completed on 2nd August 2016, the dispatch of postal ballot forms alongwith the Notice and postage prepaid self-addressed envelopes to all the members whose names appeared in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, 22nd July 2016. The Company had also uploaded the Notice & Postal Ballot Form on its website, i.e. [www.kotak.com](http://www.kotak.com).
2. Pursuant to Rule 22(3) of the Companies (Management & Administration) Rules, 2014, Advertisements were published by the Company on 3<sup>rd</sup> August 2016 in Business Standard, an English Newspaper in English



Language and Sakal, Marathi Newspaper in Marathi Language, about having completed the dispatch of the Postal Ballot Notice along with Postal Ballot Form and postage prepaid self-addressed envelope to the Members, along with other matters laid down in the stated Rule.

3. The voting commenced on 3<sup>rd</sup> August 2016 (9.00 AM) and concluded on 31<sup>st</sup> August 2016 (5.00 PM). The e-voting services were provided by Karvy Computershare Private Limited (Karvy).
4. Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 22<sup>nd</sup> July 2016. 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.
5. Particulars of all the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
6. All the data of e-voting i.e. the results of e-Voting alongwith the list of shareholders who voted "For" and "Against" the Resolution were downloaded from the e-voting portal of Karvy, by unblocking the event on Wednesday, 31<sup>st</sup> August 2016 around 5.03 p.m.
7. All Postal Ballot Forms received and votes cast through e-voting upto 5.00 p.m. on Wednesday, 31<sup>st</sup> August 2016, the last date and time fixed by the Company for receipt of the forms, were considered for scrutiny.
8. The postal ballot forms received after 5.00 pm. on 31<sup>st</sup> August 2016 were not considered for my scrutiny.



The summary of the results of the postal ballot and e-voting are as under:

**A. RESOLUTION NO.1 – SPECIAL RESOLUTION**

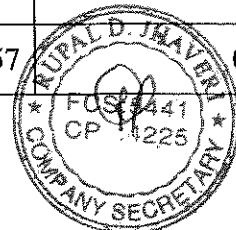
Issuance of securities in the nature of unsecured, redeemable non-convertible debentures/bonds on private placement basis.

(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
Electronic	840	1360176448	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		337162573	
Electronic (Total votes considered)		1023013875	99.9203%
Physical	694	771585	0.0754%
Total	1534	1023785460	99.9957%

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against of the resolution	% of total number of valid votes cast
Electronic	25	7983	0.0008%
Physical	32	36274	0.0035%
Total	57	44257	0.0043%



(iii) Invalid votes:

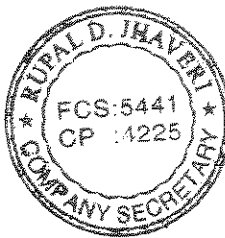
Mode	Number of members whose votes were declared invalid	Number of votes cast
Electronic	12	112070
Physical	117	77155
Total	123	179448

The Resolution accordingly stands passed with requisite majority. You may accordingly declare the results of voting by postal ballot & E-voting. Pursuant to the provisions of the Secretarial Standards on General Meetings, the said Resolution shall be deemed to have been passed as on the last date specified by the Bank for receipt of duly completed postal ballot forms or e-voting, i.e. 31st August 2016.

The relevant records relating to voting shall remain in our safe custody until the Chairman considers, approves and declares the result of the Resolution and the same shall thereafter be handed over to the Company Secretary for safe keeping.



**Rupal D. Jhaveri**  
Practicing Company Secretary  
F.C.S No.5441  
CP No.4225



Place : Mumbai  
Date : 31<sup>st</sup> August 2016