

9th May 2017

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.
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Dear Sir,

Sub: Outcome of the Extraordinary General Meeting of the Shareholders of the Bank

This is to inform you that the Extraordinary General Meeting (EGM) of the Bank was held on 9th May 2017 at 10.00 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 facility at the EGM to its shareholders for voting on the business to be transacted at the EGM of the Bank.


The Bank had appointed Ms. Rupal Jhaveri, Practicing Company Secretary as the Scrutinizer for the remote e-voting and e-voting at the EGM. As per the Scrutinizer's Report, both Resolutions contained in the Notice of the EGM were approved by the shareholders with requisite majority and both the resolutions were declared to be passed on 9th May 2017.

Please find enclosed herewith the following:

1. Scrutinizer's Consolidated Report as on 9th May 2017.
2. Voting Results pursuant to Regulation 44(3), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.
3. Summary of proceedings of EGM.

Thanking You,

Yours faithfully,
Kotak Mahindra Bank Limited


Bina Chandarana
Company Secretary &
Sr. Executive Vice President
Encl.: as above



Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137

Registered Office:
27BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400 051,
Maharashtra, India.

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www.kotak.com

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: May 9, 2017

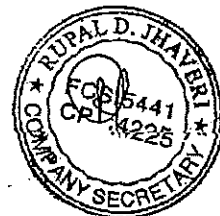
To
The Chairman
Extraordinary General Meeting
Of Kotak Mahindra Bank Limited ("**the Bank**") held on 9th May, 2017
at 10.00 a.m. at Walchand Hirachand Hall of the
Indian Merchants Chamber, 4th Floor,
Churchgate, Mumbai - 400 020.

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 for the Extraordinary General Meeting (EGM) held on 9th May, 2017 at 10.00 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 remote e-voting facility on all items of the business sought to be transacted at the EGM held on 9th May, 2017. The same commenced on 5th May, 2017 (9.00 a.m.) onwards and concluded on 8th May, 2017 (5.00 p.m.). The remote e-voting services were provided by Karvy Computershare Private Limited (Karvy).
2. Further, during the EGM, 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
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 EGM, 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 10:46 a.m. on 9th May, 2017 in the presence of two witnesses and the e-voting summary statement was downloaded from Karvy (<http://evoting.karvy.com>).

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



Resolution No. 1: Increase in the ceiling limit on total holdings of FIIs and FPIs through primary or secondary route to such percentage as the Board may decide from time to time not exceeding 49% of the paid-up equity capital 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	885	1548799194	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		308772862	
Remote e-voting (Total votes considered)		1240026332	99.9999
Voting through electronic means	26	1470948	100.0000
Total (Remote E-voting + Voting through electronic means)	911	1241497280	100.0000

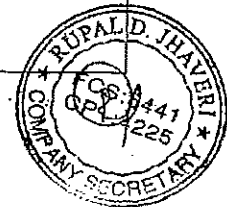
(ii) Voted against the Resolution:.

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	7	162	0.0001
Voting through electronic means	0	0	0.0000
Total (Remote E-voting + Voting through electronic means)	7	162	0.0000

(iii) Invalid votes:

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

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Resolution No. 2: Issue of equity shares, GDRs, ADRs, and/or other permissible securities convertible into equity shares or any combination thereof, in one or more tranches, up to 6,20,00,000 equity shares of Rs. 5/- each, by way of a public issue or a private placement or a rights issue, including a qualified institutions placement. (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	884	1546434419	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		308772862	
Remote e-voting (Total votes considered)		1237661557	99.8093
Voting through electronic means	26	1470948	100.0000
Total (Remote E-voting + voting through electronic means)	910	1239132505	99.8095

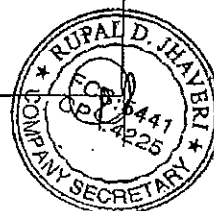
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	9	2364938	0.1907
Voting through electronic means	0	0	0.0000
Total (Remote E-voting + voting through electronic means)	9	2364938	0.1905

(iii) Invalid votes:

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

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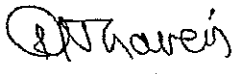


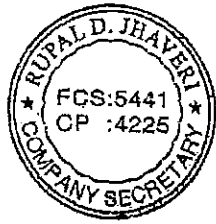
All the Resolutions mentioned in the Notice convening the EGM as per the details stated above stand passed under remote e-voting and voting conducted at EGM, with the requisite majority and hence deemed to be passed as on the date of the EGM.

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 EGM by the members of the Bank. The other relevant records relating to remote e-voting and voting conducted at the EGM 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

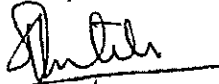




Rupal D. Jhaveri
Practicing Company Secretary
FCS No.5441
CP No. 4225

Place: Mumbai
Date: 9th May, 2017

I Accept:

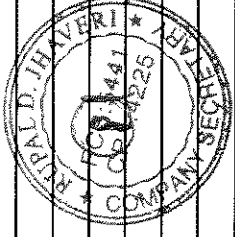


Mr. Uday Kotak
Chairman of the Extraordinary General Meeting
Kotak Mahindra Bank Limited

Place: Mumbai
Date: 9th May, 2017



KOTAK MAHINDRA BANK LIMITED	
Date of the AGM/EGM	09-05-2017
Total number of shareholders on record date	164477
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group:	1
Public:	55
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable



Resolution No.	1	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
Resolution required: (Ordinary/Special)	SPECIAL - Increasing the ceiling limit on total holdings of FIs and FPIs through primary or secondary route to such percentage as the Board may decide from time to time not exceeding 49% of the paid-up equity capital 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	590592684	589355956						
	LESS:Votes Not considered pursuant to Section 12(2) of Banking Regulation Act, 1949	308772862	308772862						
	Votes considered	281819822	280583094	99.5612	280583094	0	100.0000	0.0000	
Public- Institutions	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		280583094	99.5612	280583094	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	852082004	769862296	90.3507	769862296	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Total	Total		769862296	90.3507	769862296	0	100.0000	0.0000	
	E-Voting		189581104	47.5912	189580942	162	99.9999	0.0001	
	Poll		1470948	0.3693	1470948	0	100.0000	0.0000	
Total	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		191052052	47.9604	191051890	162	99.9999	0.0001	
	Total		153225391	81.0242	124149780	162	100.0000	0.0000	

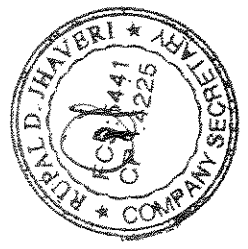
* Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 15% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".

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Resolution No.	2									
Resolution required: (Ordinary/Special)	SPECIAL - Issuing securities specified in the said Resolution, in one or more tranches, up to 6,20,00,000 Equity Shares of Rs.5/- each, by way of a public issue or a private placement or a rights issue, including a qualified institutions placement.									
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	590592684	589355956							
	LESS:Votes Not considered pursuant to Section 12(2) of Banking Regulation Act, 1949	308772862	308772862							
	Votes considered	281819822	280583094	99.5612	280583094	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		280583094	99.5612	280583094	0	100.0000	0.0000		
	E-Voting		769862296	90.3507	767500064	2362232	99.6932	0.3068		
	Poll	852082004	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		769862296	90.3507	767500064	2362232	99.6932	0.3068		
	E-Voting		189581105	47.5912	189578399	2706	99.9985	0.0014		
	Poll	398353565	1470948	0.3693	1470948	0	100.0000	0.0000		
Total	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		191052053	47.9605	191049347	2706	99.9986	0.0014		
Total		1532255391	1241497443	81.0242	1239132505	2364938	99.8095	0.1905		

*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".

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Summary of proceedings of the Extraordinary General Meeting of Kotak Mahindra Bank Limited held on 9th May 2017

The Extraordinary General Meeting (EGM) of Kotak Mahindra Bank Limited was held on Tuesday, 9th May 2017 at 10.00 a.m. at Walchand Hirachand Hall of the Indian Merchant Chamber, 4th Floor, Churchgate, Mumbai – 400 020.

In the absence of Dr. Shankar Acharya, Non-Executive Chairman of the Bank, Mr. Uday Kotak, Executive Vice-Chairman and Managing Director, chaired the meeting.

The meeting was attended by 56 members (including proxies) as per the attendance records for the said EGM.

The following Directors were present:

- 1) Mr. Uday Kotak, Executive Vice-Chairman & Managing Director
- 2) Mr. Dipak Gupta, Joint Managing Director
- 3) Mr. C. Jayaram, Non-Executive Director
- 4) Mr. Prakash Apte, Non-Executive Independent Director and Chairman of the Audit Committee
- 5) Mr. Amit Desai, Non-Executive Independent Director and Chairman of the Nomination & Remuneration Committee
- 6) Prof. Mahendra Dev, Non-Executive Independent Director and Chairman of the Stakeholders Relationship Committee
- 7) Ms. Farida Khambata, Non-Executive Independent Director
- 8) Mr. Uday Khanna, Additional, Non-Executive Independent Director

Dr. Shankar Acharya, and Mr. Mark Newman, Directors of the Bank were unable to attend the Meeting due to certain unavoidable prior commitments. The representatives of the Secretarial Auditor were also present for the meeting.

The requisite quorum having been present, the Chairman of the Meeting called the Meeting to order and welcomed the Members.

The proxies and representations under Section 113 of the Companies Act, 2013, validly registered with the Bank, along with the Register in which they had been entered, were placed at the Meeting.

With the consent of the members present, the Notice of the Meeting was taken as read. The Chairman of the Meeting then proceeded with the business of the Meeting. He explained to the members the objectives and the implications of the resolutions for which approval was sought at the Meeting and invited queries thereon.

Some Members asked certain queries pertaining to promoter dilution, current shareholding of FIIs/FPIs, NPA position and steps taken by the

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Bank towards digitization, which were replied to by the Chairman of the Meeting.

The Chairman informed the Members that in accordance with the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank had provided a remote e-voting facility to enable the members to cast vote electronically on the agenda items specified in the Notice of the EGM. Further, in order to give an opportunity of voting to the shareholders present at the meeting and who had not e-voted, the Bank had arranged for voting through electronic system.

The remote e-voting period had commenced on 5th May 2017 and ended on 8th May 2017. Ms. Rupal D. Jhaveri, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the remote e-voting process and voting through electronic system at the EGM.

The Chairman authorized the Whole-time Directors and the Company Secretary of the Bank, severally to declare the combined results of the remote e-voting and voting through electronic system at the EGM. He informed that the combined results would be displayed on the website of the Bank, website of Karvy Computershare Pvt. Ltd. i.e. service providers of the remote e-voting facility & voting through electronic system at the EGM and would also be communicated to the Stock Exchanges.

The following items of business as stated in the Notice of the EGM of the Bank were taken up for consideration:

Special Business:

1. Increasing the ceiling limit on total holdings of FIIs and FPIs through primary or secondary route to such percentage as the Board may decide from time to time not exceeding 49% of the paid-up equity capital of the Bank. (Special Resolution)
2. Issuing securities specified in the resolution, in one or more tranches, up to 6,20,00,000 Equity Shares of ₹5/- each, by way of a public issue or a private placement or a rights issue, including a qualified institutions placement. (Special Resolution)

On the basis of the Scrutinizer's Report dated 9th May 2017, on the combined voting results of the remote e-voting and voting through electronic means conducted at the EGM, both the resolutions as set out in the Notice of the EGM dated 4th April 2017, were passed by the Members with requisite majority and hence deemed to be passed on the date of EGM.

