



Kotak Mahindra Bank

11<sup>th</sup> April 2017

<p>The Manager Corporate Relationship, BSE Limited, 1<sup>st</sup> Floor, New Trading Ring, Rotunda Buliding, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.</p>	<p>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.</p>
--	---

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the Extraordinary General Meeting of the Bank, to be held on 9<sup>th</sup> May 2017, at 10.00 a. m. at Walchand Hirachand Hall, of the Indian Merchants Chamber, 4<sup>th</sup> Floor, Churchgate, Mumbai 400 020.

Kindly acknowledge receipt.

Yours faithfully,  
**Kotak Mahindra Bank Limited**

*B.A. Chandarana*  
**Bina Chandarana**  
**Company Secretary &**  
**Executive Vice President**

**Kotak Mahindra Bank Ltd.**

CIN: L65110MH1985PLC038137

Registered Office:

27BKC, C 27, G Block,

Bandra Kurla Complex,

Bandra (E), Mumbai 400 051,

Maharashtra, India.

T +91 22 61660000

F +91 22 67132403

www.kotak.com



**KOTAK MAHINDRA BANK LIMITED**

**NOTICE FOR  
EXTRAORDINARY GENERAL MEETING  
OF THE MEMBERS OF KOTAK MAHINDRA BANK LIMITED  
ON TUESDAY, 9TH MAY 2017  
AT 10:00 A.M.**

**KOTAK MAHINDRA BANK LIMITED**

**CIN: L65110MH1985PLC038137**

**27BKC, C - 27, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400051.**

**Tel No.: +91 22 61660001, Fax No.: +91 22 67132403**

**Website: [www.kotak.com](http://www.kotak.com)**

## NOTICE

**NOTICE** is hereby given that an Extraordinary General Meeting of the shareholders of Kotak Mahindra Bank Limited will be held on Tuesday, 9<sup>th</sup> May 2017 at 10.00 a.m. at Walchand Hirachand Hall of the Indian Merchants Chamber, 4<sup>th</sup> Floor, Churchgate, Mumbai – 400 020, to transact the following business:

### SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Consolidated FDI Policy Circular of 2016 dated 7<sup>th</sup> June 2016 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and other applicable rules, guidelines, regulations, notifications, circulars, provisions, if any, (including any amendments, or re-enactments or re-notification of each of the above for the time being in force), and subject to notification to the Reserve Bank of India, and such other statutory/ regulatory compliances and approvals as may be necessary, consent of the Bank be and is hereby accorded to increase the ceiling limit on total holdings of Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs) in the equity share capital of the Bank, 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, and with effect from such date(s) as may be decided by the Board from time to time.

"AND RESOLVED FURTHER that the Board of Directors of the Bank be and is hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above Resolution and to delegate all or any of its powers to any Committee of Directors of the Bank in this regard."

2. To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the relevant provisions of the Memorandum and Articles of Association of the Bank, the provisions of Sections 23, 41, 42 and 62 read with the rules and regulations made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) ("**Companies Act**"), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment, modification, variation or re-enactment thereof) ("**ICDR Regulations**"), the applicable listing agreements entered into by the Bank with the stock exchange(s) where the equity shares of the Bank of face value of ₹ 5/- each ("**Equity Shares**") are listed or are currently proposed to be listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment thereof ("**FEMA**") and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 including any amendments, statutory modification(s) and/ or re-enactment thereof, the Banking Regulation Act, 1949 including any amendments, statutory modification(s) and/ or re-enactment thereof, the Depository Receipts Scheme, 2014 ("**DR Scheme**") and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India ("**GOI**"), Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), the Securities and Exchange Board of India ("**SEBI**"), and/ or any other regulatory/ statutory authorities, in India or abroad, from time to time, to the extent applicable and subject to the consents and approvals of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution), the Bank be and is hereby authorised to offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted) of such number of Equity Shares, Global depository receipts ("**GDRs**"), American depository receipts ("**ADRs**"), and/ or other permissible securities convertible into Equity Shares (hereinafter referred to as "**Securities**"), or any combination thereof, in one or more tranches, in the course of Indian and / or international offering(s) in one or more foreign markets, for cash, at such price or prices, at market price(s) or at a discount, as may be permissible under applicable law or premium to market price(s) in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the merchant banker(s) and/ or other advisor(s) or otherwise, for an aggregate issuance of or conversion into 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 in accordance with the provisions of Chapter VIII of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("**QIBs**") as defined in the ICDR Regulations, document(s), whether or not such investors are members of the Bank, to all or any of them, jointly or severally through an offer/ placement document and/ or other letter or circular as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at a price not less than the price calculated as per the applicable pricing formulae and as may be permitted by the relevant regulatory/ statutory authority, together with any amendments and modifications thereto.

"RESOLVED FURTHER that the Equity Shares as may be required to be issued and allotted in accordance with the terms of the offer shall rank pari passu inter se and with the then existing Equity Shares of the Bank in all respects.

"RESOLVED FURTHER that the relevant date for the purpose of pricing the Securities shall, subject to applicable law, be determined by the Board as being the meeting in which the Board decides to open the issue of such Securities, subsequent to the receipt of shareholders' approval in terms of the Companies Act, the ICDR Regulations, the DR Scheme and other applicable laws, regulations and guidelines. In the event of Securities being issued by way of a qualified institutions placement ("QIP") (including convertible Securities), the relevant date for the purpose of pricing of such Securities shall be the date of the meeting in which the Board decides to open the QIP or as permitted under applicable law.

"RESOLVED FURTHER that in the event the proposed issuance of Securities ("Issue") is undertaken by way of a QIP, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to QIBs, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution approving the QIP or such other time as may be allowed under the ICDR Regulations from time to time.

"RESOLVED FURTHER THAT in the event the Issue is undertaken by way of a QIP, the Equity Shares shall be offered, issued and allotted under Chapter VIII of SEBI ICDR Regulations to Qualified Institutional Buyers at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) the ICDR Regulations, if required. Furthermore, the Board may, at its absolute discretion, issue Securities at or above the floor price or discount, if any, not exceeding permissible limit specified under applicable ICDR Regulations, calculated in accordance with the pricing formula provided under the ICDR Regulations.

"RESOLVED FURTHER that without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, on ancillary to, the offering, issue and allotment of Securities, including authorizing any director(s) or officer(s) of the Bank to sign offer documents, execute any necessary documents, agreements, forms, deeds, appoint intermediaries, open and close the period of subscription, determine the terms and conditions of the issuance of Securities, including the timing, floor price (including any discount thereto, as may be permitted under applicable law) and the issue price in respect of the Securities, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the committee or such authorised persons may consider necessary, desirable or expedient, and enter into and execute all such arrangements/agreements as the case may be with any lead managers, managers, underwriters, advisors, guarantors, depositories, custodians and all such agencies as may be involved or concerned in such offerings of the Securities and to remunerate all such agencies including payment of commissions, brokerage, fees or the like, and also to seek the listing of such Securities in one or more stock exchanges in India and/or overseas as the case may be.

"RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to any Committee of Directors, or any whole-time Director or any other officer(s) of the Bank to give effect to the aforesaid resolution."

#### Notes

#### A. Voting by Electronic means:

The instructions for remote e-voting are as under:

(1) Remote E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 and 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 Regulations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice.

A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Bank / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and

update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT" i.e., Kotak Mahindra Bank Limited.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [rupaldjhaveri@rediffmail.com](mailto:rupaldjhaveri@rediffmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Kotak Mahindra Bank Limited Extraordinary General Meeting".
- B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Bank / Depository Participant(s)]
- (i) Remote E-Voting Event Number (EVEN), User ID and Password is provided in the E-voting Form.
  - (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- B. Voting at the Extraordinary General Meeting (EGM):** The Members who have not cast their vote electronically through Remote E-voting, can exercise their voting rights at the EGM. The Bank will make necessary arrangements in this regard at the EGM venue. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper/ polling paper/e-voting facility for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

**Other Instructions:**

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call Karvy on 040-67162222 & Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The remote e-voting period commences on 5<sup>th</sup> May 2017 (9.00 am onwards) and ends on 8<sup>th</sup> May 2017 (5.00 pm). During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 3<sup>rd</sup> May 2017, may cast their vote electronically in the manner and process set out herein above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Any person, who acquires shares of the Bank and becomes a member of the Bank after dispatch of the notice and holds shares as of the Cut-off date i.e. 3<sup>rd</sup> May 2017, may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com).
- v. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on <https://evoting.karvy.com> or call Karvy at the following toll free no.: 1800 3454 001.
- vi. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Bank as on the Cut-off date 3<sup>rd</sup> May 2017, subject to applicable laws, including the Banking Regulation Act, 1949.
- vii. The Board of Directors has appointed Ms. Rupal D. Jhaveri, (Membership No.5441 and Certificate of practice No. 4225), Practising Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- viii. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not

in the employment of the Bank and within a period not exceeding 48 hours from the conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.

- ix. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the general meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- x. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Bank's website [www.kotak.com](http://www.kotak.com) and on the website of KARVY <https://evoting.karvy.com> and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Bank are listed, for placing the same on their websites.

#### **B. General**

1. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item Nos. 1 & 2 of the Notice dated 4<sup>th</sup> April 2017 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND OR VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. The instrument appointing a proxy, to be effective, must be duly filled, stamped and signed and must reach the Bank's Registered Office not later than 48 hours before the commencement of the Meeting.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
6. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Corporate members are requested to send to the Registered Office of the Bank a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the general meeting.
9. All correspondence regarding shares of the Bank should be addressed to the Bank's Registrar and Transfer Agent, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
10. Members may avail of the facility for making nominations in respect of the shares held by them. All rights of transfer and/or to amounts payable in respect of the shares shall vest in the nominee in the event of the death of the shareholder. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, karta of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.
11. The route map of the venue of the Meeting is given at the end of the Notice. The prominent land mark for the venue is 'Churchgate Station'.

**By Order of the Board of Directors**

**Bina Chandarana**

Company Secretary & Sr. Executive Vice President

Place: Mumbai

Date: 4<sup>th</sup> April 2017

Registered Office:

27BKC, C 27, G Block,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

CIN: L65110MH1985PLC038137

## Statement setting out material facts concerning items of special business

In terms of Section 102 of the Companies Act, 2013, the following statement sets out all the material facts relating to Item Nos. 1 & 2 of the Notice dated 4<sup>th</sup> April 2017.

### Item No. 1:

In accordance with the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Consolidated FDI Policy Circular of 2016 dated 7<sup>th</sup> June 2016 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, the ceiling limit for investments by Foreign Institutional Investors (FIIs) and Foreign Portfolio Investor (FPIs) under the Portfolio Investment Scheme has been prescribed at 24% which can be raised to 49% of the total paid-up capital by the bank concerned through a Board resolution followed by a special resolution to that effect by its General Body and subject to prior intimation to the RBI. Provided that, this ceiling limit is subject to foreign investment beyond 49% up to 74% requiring approval of the Foreign Investment Promotion Board (FIPB) approval.

Pursuant to the approval of the shareholders and the Board of Directors of the Bank, the RBI had permitted the Bank to increase this investment ceiling limit to 42%. The aggregate FII and FPI holding in the Bank is about 39% of the paid-up capital of the Bank.

The Board of Directors of the Bank have by a resolution passed on 17<sup>th</sup> March 2017, approved the proposal to seek approval of the shareholders to increase the ceiling limit on total holdings of FIIs and FPIs to such percentage as the Board may decide from time to time, but not exceeding 49% of the paid-up equity capital of the Bank, subject to such statutory/ regulatory compliances and approvals as may be necessary, and with effect from such date(s) as may be decided by the Board from time to time.

Accordingly, a special resolution is proposed to be passed to enable the Bank to increase the ceiling limit on total holdings of FIIs and FPIs in the paid-up equity share capital of the Bank to such percentage as the Board may decide from time to time, but not exceeding 49%, and with effect from such date(s) as may be decided by the Board from time to time.

The Directors recommend the Resolution at Item No. 1 for the approval of the members.

None of the Directors, Key Managerial Personnel of the Bank or their relatives is concerned or interested in the said Resolution.

### Item No. 2:

Members may note that this special resolution is to enable the Bank to create, issue, offer and allot Equity Shares, Global Depository Receipts ("GDRs"), American depository receipts ("ADRs"), and/or other permissible securities convertible into Equity Shares (hereinafter referred to as "Securities"), or any combination thereof, for an aggregate issuance of, or conversion into, 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 by way of a qualified institutions placement ("QIP") in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), in one or more tranches, at such price as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and, wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed.

In the event such issuance of Securities is undertaken by way of a QIP: (a) the allotment of Securities shall be completed within a period of 12 months from passing this resolution; (b) the pricing of the Securities that may be issued to QIBs shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"); (c) the Bank may also offer a discount not exceeding permissible limit specified under applicable SEBI ICDR Regulations; and (d) the 'Relevant Date' for the purpose of pricing of such Securities shall, subject to applicable law, be the date of the meeting in which the Board decides to open the QIP.

The 'Relevant Date' for the purpose of pricing the Securities shall, subject to applicable law, be determined by the Board as being the meeting in which the Board decides to open the issue of such Securities, subsequent to the receipt of shareholders' approval in terms of the Companies Act, the SEBI ICDR Regulations, the Depository Receipts Scheme, 2014 and other applicable laws, regulations and guidelines.

As the issue of Securities may result in an issuance of Equity Shares by the Bank to investors who may or may not be members of the Bank, consent of the members is being sought pursuant to Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Agreement executed by the Bank with the Stock Exchanges where the Equity Shares of the Bank are listed.

The RBI has required the Bank to bring down the promoter shareholding. The next milestone is 30% by 30<sup>th</sup> June 2017. The Board has expressed concerns in relation to the promoter dilution requirement. The concerns have been shared with the RBI. However, the Board is of the view that so long as it is in the interest of the Bank, it will pursue all available options which would achieve the above milestone by 30<sup>th</sup> June 2017. Raising of this capital is with a view to progress towards the aforesaid milestone.

The capital raised will be utilised to augment the Bank's capital base for growth in its balance sheet given the market opportunity from economic activity in the country, pursuing consolidation opportunities in the Indian financial services space, for capitalizing on opportunities in acquisition and resolution of stressed assets including potentially participating in a "Bad Bank", for giving thrust to additional avenues of organic growth such as opportunities in digital expansion, domestic lending, international lending, investments, for growth of subsidiaries and for other general corporate purposes.

The amount of capital being raised has been assessed based on the above requirements and maintaining key performance parameters in the medium and long term in the interests of all shareholders.

As and when the Board does take a decision in relation to this resolution, necessary disclosures will be made to the stock exchanges, as may be required under the listing agreements entered into with the Stock Exchanges, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The members are, therefore, requested to grant their approval and accordingly authorize the Board.

None of the Directors, Key Managerial Personnel of the Bank or their respective relatives is concerned or interested in the said Resolution, except to the extent of their respective shareholding in the Bank.

**By Order of the Board of Directors**

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

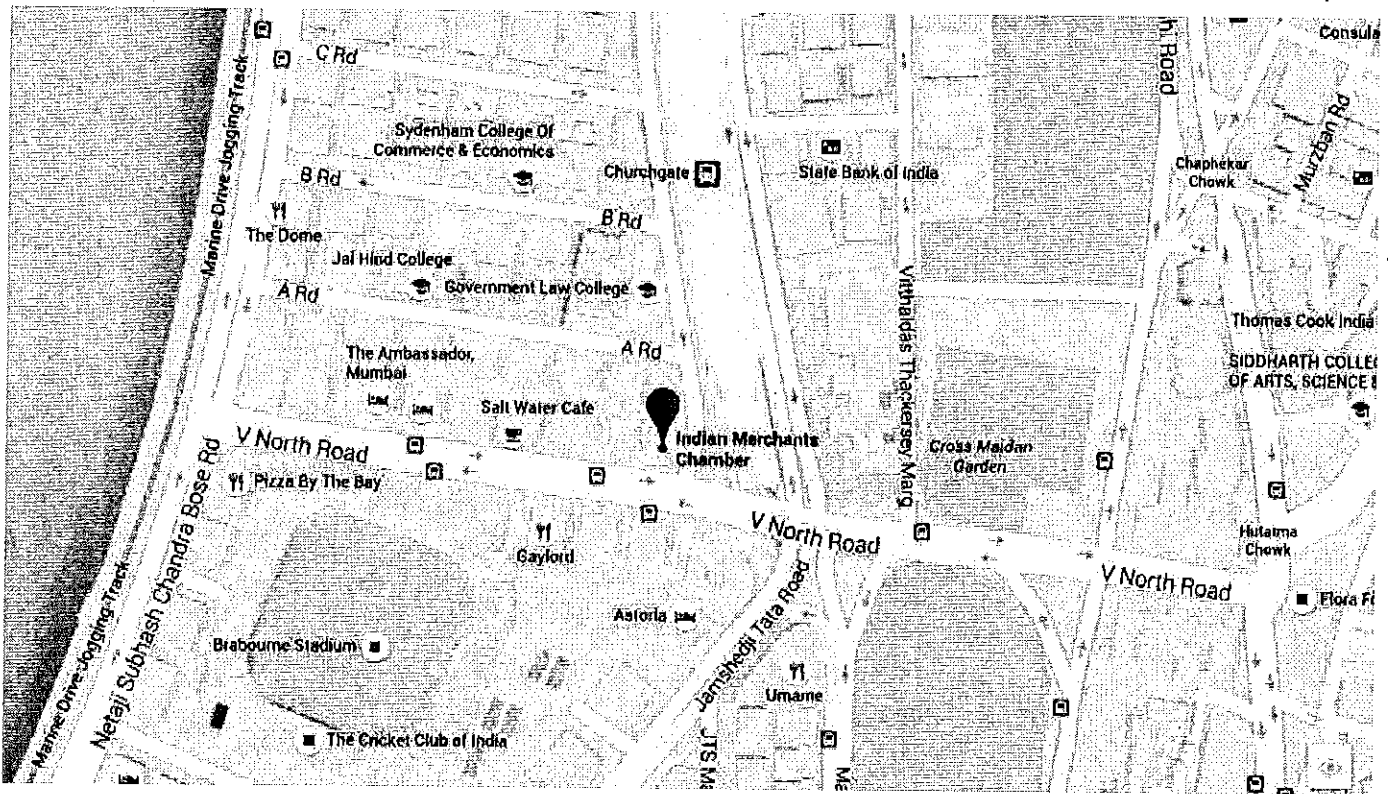
Place: Mumbai  
Date: 4<sup>th</sup> April 2017

Registered Office:  
27BKC, C 27, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
CIN: L65110MH1985PLC038137





## Route Map for Extraordinary General Meeting





**KOTAK MAHINDRA BANK LIMITED**

CIN: L65110MH1985PLC038137  
27BKC, C - 27, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400051.  
Tel No.: +91 22 61660001, Fax No.: +91 22 67132403, Website: [www.kotak.com](http://www.kotak.com)

**EXTRAORDINARY GENERAL MEETING  
ATTENDANCE SLIP**

DP ID	Client ID	Folio No.	No. of Shares
		KMF	

Name : \_\_\_\_\_

Address : \_\_\_\_\_

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Bank on Tuesday, 9<sup>th</sup> May, 2017 at 10.00 a.m. at Walchand Hirachand Hall of the Indian Merchants Chamber, 4<sup>th</sup> floor, Churchgate, Mumbai – 400020.

**SIGNATURE OF THE ATTENDING MEMBER/PROXY :** \_\_\_\_\_

**NOTE:** Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.



**KOTAK MAHINDRA BANK LIMITED**

CIN: L65110MH1985PLC038137  
27BKC, C - 27, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400051.  
Tel No.: +91 22 61660001, Fax No.: +91 22 67132403, Website: [www.kotak.com](http://www.kotak.com)

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)			
Registered address			
E-mail ID			
Folio No./ Client ID		DP ID	

I/We ..... being the member(s) holding ..... shares of the above mentioned Bank, hereby appoint:

1.	Name		
	Address		
	E-mail Id		
	Signature	or failing him	
2.	Name		
	Address		
	E-mail Id		
	Signature	or failing him	
3.	Name		
	Address		
	E-mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Bank, to be held on Tuesday, 9<sup>th</sup> May, 2017 at 10.00 am at Walchand Hirachand Hall of the Indian Merchants Chamber, 4<sup>th</sup> floor, Churchgate, Mumbai – 400020 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

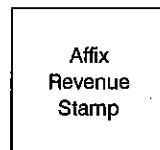
*R*

Resolution No.	Particulars	Optional*	
		For	Against
<b>Special Business</b>			
1.	Special Resolution for increasing the ceiling limit on total holdings of FII 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.		
2.	Special Resolution for issuing securities specified in the said 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.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_



**Note:**

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts concerning items of special business, please refer to the Notice convening the Extraordinary General Meeting.

*\* It is optional to put a (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.*



## KOTAK MAHINDRA BANK LIMITED

CIN: L65110MH1985PLC038137

27BKC, C - 27, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400051.

Tel No.: +91 22 6166 0001, Fax No.: +91 22 67132403.

Website: [www.kotak.com](http://www.kotak.com)

Serial No.

1. Name of the sole/ first named member :
2. Address of sole/ first named member :
3. Name(s) of joint member(s) if any :
4. Registered folio no./ DP ID no./Client ID no. :
5. Number of shares held :

Dear Member,

### Subject: Process and manner for availing remote E-voting facility

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with 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, the Bank is pleased to offer remote e-voting facility to the members to cast their votes by electronic means on all resolutions set forth in the Notice convening the Extraordinary General Meeting (EGM). The Bank has engaged the services of Karvy Computershare Private Limited ("Karvy") to provide remote e-voting facilities. The remote e-voting facility is available at the link <https://evoting.karvy.com>

The electronic voting particulars are set out below:

EVEN (Electronic Voting Event Number)	User ID	Password / PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
5 <sup>th</sup> May 2017 (9.00 a.m. onwards)	8 <sup>th</sup> May 2017 (5.00 p.m.)

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Bank as on the Cut-off date of 3<sup>rd</sup> May 2017, subject to applicable laws, including the Banking Regulation Act, 1949.

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice for the Extraordinary General Meeting to be held on 9<sup>th</sup> May 2017

P

## INSTRUCTIONS FOR REMOTE E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- A. In case of a Member receiving an email of the EGM Notice [for Members whose email IDs are registered with the Bank/ Depository Participant(s)]:
- Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.
  - After entering these details appropriately, click on "LOGIN".
  - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - You need to login again with the new credentials.
  - On successful login, the system will prompt you to select the "EVENT" i.e., Kotak Mahindra Bank Limited.
  - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
  - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - You may then cast your vote by selecting an appropriate option and click on "Submit".
  - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [rupakjhaveri@rediffmail.com](mailto:rupakjhaveri@rediffmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Kotak Mahindra Bank Limited Extraordinary General Meeting".
  - In case a person has become the Member of the Bank after the dispatch of EGM Notice but on or before the Cut-off date i.e. 3<sup>rd</sup> May 2017, he / she may write to Karvy on the email id: [evoting@karvy.com](mailto:evoting@karvy.com) or to Ms. Shobha Anand, Contact No. 040-67162222, at [Unit: Kotak Mahindra Bank Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the EGM Notice by Post [for Members whose email IDs are not registered with the Bank/Depository Participant(s)]:
- User ID and initial password as provided above.
  - Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. The remote e-voting period commences on 5<sup>th</sup> May 2017 (9.00 am onwards) and ends on 6<sup>th</sup> May 2017 (5.00 pm). During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. 3<sup>rd</sup> May 2017, may cast their vote electronically in the manner and process set out herein above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote at the Meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
- E. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Bank as on the Cut-off date 3<sup>rd</sup> May 2017, subject to applicable laws, including the Banking Regulation Act, 1949.
- F. The Board of Directors has appointed Ms. Rupal D. Jhaveri, (Membership No.5441 and Certificate of Practice No.4225), Practising Company Secretary as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Bank and within a period not exceeding 48 hours from the conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- H. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the general meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Bank ([www.kotak.com](http://www.kotak.com)) and Service Provider's website (<https://evoting.karvy.com>) and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Bank are listed, for placing the same on their websites.

**Registration of e-mail ID** - The Companies Act, 2013, recognizes sending of documents to any Member through electronic mode. Accordingly, pursuant to proviso to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, we hereby provide you the opportunity to register your e-mail ID for future communications. In case you wish to register your new e-mail ID or if there is any change in your e-mail ID which has already been registered with the Depository Participant / Bank, we request you to register your new/revised e-mail ID with your Depository Participant (for shares held in demat form) or Bank (for shares held in physical form) immediately.

Yours faithfully

For Kotak Mahindra Bank Ltd.

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

Place : Mumbai  
Date : 4<sup>th</sup> April 2017

**Registered Office of the Bank:**  
27BKC, C - 27, G-Block, Bandra-Kurla Complex,  
Bandra East, Mumbai - 400051.  
CIN: L65110MH1995PLC038137