



Kotak Mahindra Bank

October 10, 2014

The Manager,
National Stock Exchange Of India Limited.
Exchange Plaza,
5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai-400 0051.



Dear Sir,

Sub: Minutes of the proceedings relating to declaration of Postal Ballot results.

Pursuant to Clause 31(d) of the Listing Agreement, we enclose herewith a copy of the Minutes of the proceedings relating to declaration of results of voting conducted through Postal Ballot (including e-voting).

Kindly acknowledge receipt.

Yours faithfully,
Kotak Mahindra Bank Limited

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

Encl : as above.



Kotak Mahindra Bank Limited

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

HELD AT 27 BKC, C 27, G BLOCK, BANDRA KURLA COMPLEX,
BANDRA (EAST), MUMBAI - 400 051. ON 22/09/2014 TIME 4.00 P.M.

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF VOTING CONDUCTED THROUGH POSTAL BALLOT (INCLUDING E-VOTING) ON MONDAY, 22ND SEPTEMBER, 2014, AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE BANK AT 27 BKC, C 27, G BLOCK, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051.

The Board of Directors of the Bank had, at its meeting held on August 8, 2014, provided its approval to the proposal for conducting Postal Ballot pursuant to Section 110 of the Companies Act, 2013, for seeking approval of the Members for Special Resolution under Section 42 of the Companies Act, 2013 for issuance of securities in the nature of non-convertible debentures on private placement basis.

The Board had appointed Mr. Ashwin Ankhad, Advocate and Managing Partner, M/s. Ashwin Ankhad & Associates, Mumbai as the Scrutinizer for conducting the postal ballot and electronic voting process in a fair and transparent manner. Accordingly, the Scrutinizer had submitted his report dated 19th September, 2014 on postal ballot & electronic voting process. The summary of the Scrutinizer's Report was as under:

1. Pursuant to the provisions of Rule 22 of the Companies (Management & Administration) Rules, 2014, the Notice of Postal Ballot dated 8th August, 2014 along with the Postal Ballot Forms and postage pre-paid self-addressed business reply envelope were sent to all the Members (with dispatch having been completed on 19th August 2014), for recording their assent or dissent in writing therein or through electronic means during the voting period commencing from Wednesday, 20th August 2014 (9:00 a.m. onwards) to Wednesday, 17th September 2014 (6:00 p.m.).
2. Pursuant to Rule 22(3) of the Companies (Management & Administration) Rules, 2014, Advertisements were published by the Bank on 20th August, 2014 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 business reply envelope to the Members, along with other matters laid down in the stated Rule.
3. Voting rights of Members were reckoned in proportion to their shares of the paid-up equity share capital of the Bank as on Friday, 8th August, 2014. Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 10% of the total voting rights of the shareholders of the Bank were not considered.

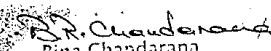
Based on the analysis of the valid votes, the Scrutinizer reported the Special Resolution for issuance of securities in the nature of non-convertible debentures on Private Placement basis, as passed with requisite majority.



CHAIRMAN'S INITIALS

Certified True Copy
For Kotak Mahindra Bank Limited




Bina Chandarana
Company Secretary &
Executive Vice President

HELD AT 27 BKC, C 27, G BLOCK, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI-400 051 ON 22/09/2014 TIME 4.00 P.M.

The Board took on record the Report submitted by the Scrutinizer. The Executive Vice Chairman & Managing Director announced the results of voting by Postal Ballot as under:

Promoter Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes In favour	No. of Votes against	% of Votes In favour on votes polled	% of Votes In against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	310978052	80923709*	26.02	80923709	0	100.00	0.00
Public Institutional holders	280862813	228089191	81.21	227898421	190770	99.92	0.08
Public- Others	178965150	65453855	36.57	65437375	16480	99.97	0.03
Total	770806015	374466755	48.58	374259505	207250	99.94	0.06

* Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 10% of the total voting rights of the shareholders of the Bank were not considered.

The Executive Vice Chairman & Managing Director then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 8th August, 2014, was passed with Requisite Majority:

Special Resolution:

"RESOLVED that pursuant to the provisions of Section 42 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of the Memorandum and Articles of Association of the Bank, the consent of the Members of the Bank be and is hereby accorded to borrowings/ raising of funds by the Board of Directors of the Bank by way of issue of securities in the nature of non-convertible debentures, in Indian/foreign currencies in the domestic and/or overseas markets for an amount upto ₹5000 crore (Rupees Five Thousand Crore Only), for its general corporate purposes within the overall borrowing limits of the Bank, on a private placement basis in one or more tranches and series, as per the structure and on such terms and conditions as may be determined, from time to time, by the Board of Directors of the Bank.

"RESOLVED FURTHER that the Board of Directors of the Bank (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to this resolution."



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Shankar N. Arde

CHAIRMAN 9/10/2014

CHAIRMAN'S INITIALS