kotak®

Kotak Mahindra Bank

BEST EMPLOYERS IN INDIA
Consistently in 2007, 2009 & 2011 - Study by Aon Hewitt

18th July 2014

The Manager,
National Stock Exchange of India Ltd.
Exchange Plaza , 5th Floor,
Plot No. C/1,G Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai 400 051.

Dear Sir,

Sub: Outcome of the 29th Annual General Meeting of the Shareholders of the Bank

This is to inform you that the 29th Annual General Meeting (AGM) of the Bank was held on 16th July 2014 at 11.30 a.m. at National Stock Exchange of India Limited, Dr. R.H. Patil Auditorium, Exchange Plaza, Ground Floor, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051.

In accordance with the provisions of Section 108 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014, facility for voting by electronic means (e-voting) was provided to the shareholders of the Bank to exercise their right to vote on the resolutions set out in the Notice of the AGM.

All the resolutions contained in the Notice of the AGM were approved by an requisite majority of shareholders through e-voting and all the resolutions were declared to be passed on 16th July 2014, i.e. the date of AGM.

Pursuant to Clause 35A of the Listing Agreement, please find enclosed details of the voting results alongwith the Scrutinizers Report, for your information and records.

Thanking You,

Yours faithfully,
Kotak Mahindra Bank Limited

Dipak Gupta
Joint Managing Director

Encl.: as above

Kotak Mahindra Bank Limited
CIN L65110MH1985PLC038137
Registered Office:
27BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400 051
India.

T +91 22 61660000
F +91 22 67132403
www.kotak.com

Details of the Voting Results - Annual General Meeting of Kotak Mahindra Bank Ltd.
(Pursuant to Clause 35A of the Listing Agreement)

1. Date of the Annual General Meeting : 16th July 2014

2. Total number of shareholders as on Record Date: 64,392

3. Number of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	:	2
Public	:	55

* For the purpose of count where multiple shareholders have given a proxy in favour of one individual, the count with reference to such proxies has been taken as one for the purpose of determining count of physical presence at the meeting.

4. Number of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group	:	Not Applicable
Public	:	Not Applicable

5. Details of the Agenda:

The details of the resolutions are appended herein below:

Mode of Voting	:	E-voting on all resolutions

(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 have not been considered)

In case of ~~Poll/Postal ballot~~/E-voting:

Resolution No. 1 – Ordinary Resolution

Adoption of Profit and Loss Account for the year ended 31st March 2014, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.

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 against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	308721958	79493446	25.75	79493446	0	100.00	0.00
Public – Institutional holders	157966988	157943922	99.99	157943922	0	100.00	0.00
Public-Others	65521254	65510767	99.98	65510762	5	100.00	0.00
Total	**532210200**	**302948135**	**56.92**	**302948130**	**5**	**100.00**	**0.00**

Resolution No. 2 – Ordinary Resolution

Appointment of a director in place of Mr. N. P. Sarda who retires by rotation and being eligible offers himself for reappointment.

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 against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	308721958	79493446	25.75	79493446	0	100.00	0.00
Public – Institutional holders	159222157	159199091	99.99	145325906	13873185	91.29	8.71
Public-Others	65520862	65510385	99.98	65508897	1488	100.00	0.00
Total	**533464977**	**304202922**	**57.02**	**290328249**	**13874673**	**95.44**	**4.56**



Resolution No. 3 – Ordinary Resolution

Declaration of dividend on equity shares

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 against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	308721958	79493446	25.75	79493446	0	100.00	0.00
Public – Institutional holders	159867696	159844630	99.99	159844630	0	100.00	0.00
Public-Others	65438443	65427990	99.98	65427890	100	100.00	0.00
Total	**534028097**	**304766066**	**57.07**	**304765966**	**100**	**100.00**	**0.00**

Resolution No. 4 – Ordinary Resolution

Appointment of Statutory Auditors

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 against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	308721958	79493446	25.75	79493446	0	100.00	0.00
Public – Institutional holders	157400765	157377699	99.99	148804268	8573431	94.55	5.45
Public-Others	65521312	65510791	99.98	65510628	163	100.00	0.00
Total	**531644035**	**302381936**	**56.88**	**293808342**	**8573594**	**97.16**	**2.84**

Resolution No. 5 – Ordinary Resolution

Re-appointment of Mr. Uday S. Kotak as Executive Vice Chairman and Managing Director

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 against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	308721958	79493446	25.75	79493446	0	100.00	0.00
Public – Institutional holders	159867696	159844630	99.99	159504103	340527	99.79	0.21
Public-Others	65521262	65510809	99.98	65510674	135	100.00	0.00
Total	**534110916**	**304848885**	**57.08**	**304508223**	**340662**	**99.89**	**0.11**

Resolution No. 6 – Ordinary Resolution

Re-appointment of Mr. Dipak Gupta as Whole-time Director designated as Joint Managing Director

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 against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = (5)/(2)]*100
Promoter and Promoter Group	308721958	79493446	25.75	79493446	0	100.00	0.00
Public – Institutional holders	159544557	159521491	99.99	159180964	340527	99.79	0.21
Public-Others	65520962	65510509	99.98	65509093	1416	100.00	0.00
Total	**533787477**	**304525446**	**57.05**	**304183503**	**341943**	**99.89**	**0.11**



Resolution No. 7 – Special Resolution

Borrowing limits under Section 180(1)(c) of the Companies Act, 2013

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 against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	308721958	79493446	25.75	79493446	0	100.00	0.00
Public – Institutional holders	159545296	159522230	99.99	157275490	2246740	98.59	1.41
Public-Others	65521307	65510854	99.98	65509441	1413	100.00	0.00
Total	**533788561**	**304526530**	**57.05**	**302278377**	**2248153**	**99.26**	**0.74**

Resolution No. 8 – Special Resolution

Increase in the ceiling limit on total holdings of FIIs/SEBI approved sub-account of FIIs, FPI and QFI upto 40%

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 against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	308721958	79493446	25.75	79493446	0	100.00	0.00
Public – Institutional holders	159867696	159844630	99.99	159844630	0	100.00	0.00
Public-Others	65521112	65510659	99.98	65509077	1582	100.00	0.00
Total	**534110766**	**304848735**	**57.08**	**304847153**	**1582**	**100.00**	**0.00**



KOTAK MAHINDRA BANK LIMITED

Registered Office: 27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai -400 051

SCRUTINIZERS' REPORT

E-VOTING FOR 29" ANNUAL GENERAL MEETING TO BE

HELD ON 16TH JULY, 2014

ASHWIN ANKHAD & ASSOCIATES

Advocates . Solicitors & Notary

101, Podar Chambers, S. A. Brelvi Road, Fort, Mumbai 400 001. Phone : 22671110 / 22664363. Fax: (022) 22676301

E-mail : ashwinankhad@vsnl.com / ashwinankhad@mtnl.net.in



ashwin ankhad & associates
advocates, solicitor & notary

101, Podar Chambers, 1st Floor,
S.A. Brelvi Road, Fort, Mumbai-400 001.

Phone : (022) 2267 1110 / 2266 4363
Fax : (022) 2267 6301
E-mail : ashwinankhad@vsnl.com
ashwinankhad@mtnl.net.in

To,

The Chairman
Kotak Mahindra Bank Limited
27 BKC, C-27, 'G' Block
Bandra - Kurla Complex
Bandra (E)
Mumbai 400 051.

Dear Sir,

RE: SCRUTINIZERS' REPORT

I refer to my appointment as Scrutinizer made on 9th May, 2014, pursuant to the authority granted by the Board of Directors of Kotak Mahindra Bank Limited to scrutinize the e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rules thereunder for the 29th Annual General Meeting of Kotak Mahindra Bank Limited to be held on July 16, 2014, at Mumbai.

I have carried out the work as Scrutinizer from the close of working hours on 11th July, 2014. In this connection I need to bring to your attention the following aspects:-

1. The Company has appointed National Securities Depository Limited (NSDL) to provide e-voting facility and the detailed instructions on e-voting process was notified to the members in the notice dated 9th May, 2014.

2. The E-voting period commenced on 9th July, 2014 from 9.00 AM and concluded on 11th July 2014 at 6.00 PM.

3. I enclose the Scrutinizer's Report along with the relevant listings.

ASHWIN ANKHAD
F.C.S No.1031,
Advocate & Notary
Place : Mumbai
Date : 14th July, 2014

ashwin ankhad & associates
advocates, solicitor & notary

101, Podar Chambers, 1st Floor,
S.A. Brelvi Road, Fort, Mumbai-400 001.

Phone : (022) 2267 1110 / 2266 4363
Fax : (022) 2267 6301
E-mail : ashwinankhad@vsnl.com
ashwinankhad@mtnl.net.in

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
Kotak Mahindra Bank Limited

Dear Sir,

I, Ashwin Ankhad, Partner of Ashwin Ankhad & Associates, Advocate & Notary, Mumbai, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **Kotak Mahindra Bank Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 29th Annual General Meeting of the Company to be held on **July 16th, 2014** submit our report as under:

1. The e-voting period commenced on 9th July, .2014 from 9.00 AM and concluded on 11th July, 2014 at 6.00 PM. The e-voting services were provided by National Securities Depository Limited (NSDL).

2. The shareholders holding shares as on the "relevant date" i.e. May 30th, 2014, were entitled to vote on the proposed resolutions stated in the Notice of the Company. 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 Company have not been considered.

3. The votes were unblocked on 11th July, 2014 around 6.15 p.m in the presence of two witnesses Ms. Hetal Master, Advocate, residing at B-702, Vishnu Villa CHS, Nariman Road, Vile Parle East, Mumbai-400 057 and Ms. Riya Seth, residing at Sai Leela Girls Hostel, Kamakshi House, Bandra West, Mumbai-400 050, who are not in the employment of your Company.

4. The results of e-Voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of NSDL.

ashwin ankhad & associates
advocates, solicitor & notary

101, Podar Chambers, 1st Floor,
S.A. Brelvi Road, Fort, Mumbai-400 001.

Phone : (022) 2267 1110 / 2266 4363
Fax : (022) 2267 6301
E-mail : ashwinankhad@vsnl.com
ashwinankhad@mtnl.net.in

The results of the e-voting are as under:

A. RESOLUTION NO.1 - ORDINARY RESOLUTION

To receive and adopt the Profit and Loss Account for the year ended March 31, 2014 and Balance Sheet as at that date together with the Reports of the Directors and the Auditors.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
444	302948130	99.999998

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	5	0.0000017

(iii) Invalid votes/Persons who did not vote for this resolution :

Number of members did not vote electronically	Number of votes	% of total number of votes not cast
8	1849766	0.61058

B. RESOLUTION NO.2: ORDINARY RESOLUTION

To appoint a Director in place of Mr. N.P.Sarda who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
394	290328249	95.439007

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
51	13874673	4.5609927

ashwin ankhad & associates
advocates, solicitor & notary

101, Podar Chambers, 1st Floor,
S.A. Brelvi Road, Fort, Mumbai-400 001.

Phone : (022) 2267 1110 / 2266 4363
Fax : (022) 2267 6301
E-mail : ashwinankhad@vsnl.com
ashwinankhad@mtnl.net.in

(iii) Invalid votes/Persons who did not vote for this resolution :

Number of members did not vote electronically	Number of votes	% of total number of votes not cast
9	645989	0.21235

C. RESOLUTION NO.3: ORDINARY RESOLUTION

To declare dividend on equity shares:

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
450	304765966	99.999967

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	100	0.0000328

(iii) Invalid votes/Persons who did not vote for this resolution:

Number of members did not vote electronically	Number of votes	% of total number of votes not cast
3	82869	0.02719

D. RESOLUTION NO.4: ORDINARY RESOLUTION

To appoint as auditors M/s. S. B. Billimoria & Co.(Chartered Accountants) Registration No. – 01496W.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
418	293808342	97.164647

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
27	8573594	2.8353526

(iii) Invalid votes/Persons who did not vote for this resolution:

Number of members did not vote electronically	Number of votes	% of total number of votes not cast
7	2090531	0.6913

ashwin ankhad & associates
advocates, solicitor & notary

101, Podar Chambers, 1st Floor,
S.A. Brelvi Road, Fort, Mumbai-400 001.

Phone : (022) 2267 1110 / 2266 4363
Fax : (022) 2267 6301
E-mail : ashwinankhad@vsnl.com
ashwinankhad@mtnl.net.in

E. RESOLUTION NO.5: ORDINARY RESOLUTION

Reappointment of Mr. Uday S. Kotak, as Executive Vice Chairman and Managing Director for the period from 1st January,2015 to 31st December, 2017.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
447	304508223	99.888252

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
6	340662	0.1117478

(iii) Invalid votes/Persons who did not vote for this resolution :

Number of members did not vote electronically	Number of votes	% of total number of votes not cast
1	50	0.0000164

F. RESOLUTION NO.6: ORDINARY RESOLUTION

Reappointment of Mr. Dipak Gupta as whole-time Director of the Bank designated as Joint Managing Director for the period from 1st January2015 to 31st December, 2017.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
434	304183503	99.887713

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
11	341943	0.1122872

(iii) Invalid votes/Persons who did not vote for this resolution :

Number of members did not vote electronically	Number of votes	% of total number of votes not cast
8	323389	0.1062

ashwin ankhad & associates
advocates, solicitor & notary

101, Podar Chambers, 1st Floor,
S.A. Brelvi Road, Fort, Mumbai-400 001.

Phone : (022) 2267 1110 / 2266 4363
Fax : (022) 2267 6301
E-mail : ashwinankhad@vsnl.com
ashwinankhad@mtnl.net.in

G. RESOLUTION NO.7: SPECIAL RESOLUTION

Approval for borrowing limits under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
431	302278377	99.261755

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
21	2248153	0.7382454

(iii) Invalid votes/Persons who did not vote for this resolution :

Number of members did not vote electronically	Number of votes	% of total number of votes not cast
1	322400	0.1059

H. RESOLUTION NO.8: SPECIAL RESOLUTION

Increase in the ceiling limit on the total holdings of the Foreign Institutional Investors (FIIs)/SEBI in the equity share capital of the Bank, to the extent of 40% of the paid up equity capital

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
445	304847153	99.999481

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
8	1582	0.0005189

(iii) Invalid votes/Persons who did not vote for this resolution:

Number of members did not vote electronically	Number of votes	% of total number of votes not cast
Nil	Nil	Nil

ashwin ankhad & associates
advocates, solicitor & notary

101, Podar Chambers, 1st Floor,
S.A. Brelvi Road, Fort, Mumbai-400 001.

Phone : (022) 2267 1110 / 2266 4363
Fax : (022) 2267 6301
E-mail : ashwinankhad@vsnl.com
ashwinankhad@mtnl.net.in

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 29th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

A. B. Ankhad

ASHWIN ANKHAD
F.C.S No.1031,
Advocate & Notary
Place : Mumbai
Date : 14th July, 2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of national Securities Depository limited in our presence at 6.15 p.m. on 14th June, 2014 at the office of the Scrutinizer.

Ms. Hetal Master
B-702, Vishnu Villa,
Nariman Road,
Vile Parle East,
Mumbai-400 057.

Ms. Riya Seth
Sai Leela Girls Hostel,
Kamakshi House,
Bandra West,
Mumbai-400 050