



CERTIFIED THAT THE FOLLOWING IS A TRUE COPY OF THE RESOLUTION PASSED BY THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS HELD ON 16TH MAY 2017.

1. "RESOLVED THAT the qualified institutions placement of equity shares of the Bank ("Issue") which was opened on May 11, 2017 pursuant to a resolution of the Securities Issuance Committee dated May 11, 2017, be and is hereby declared closed on May 16, 2017, i.e., today, with immediate effect.

"RESOLVED FURTHER THAT Mr. Dipak Gupta, Joint Managing Director, Mr. Jaimin Bhatt, President & Group Chief Financial Officer and Ms. Bina Chandarana, Company Secretary & Sr. Executive Vice President, be and are hereby severally authorised to notify the appropriate authorities and all concerned about the aforesaid and to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action and do all such acts, deeds and things as may be necessary in connection with the closure of the Issue."

2. "RESOLVED THAT in accordance with Regulation 85 of the SEBI Regulations, the issue price of ₹936 per Equity Share be and is hereby determined and approved in relation to the Issue.

"RESOLVED FURTHER THAT Mr. Dipak Gupta, Joint Managing Director, Mr. Jaimin Bhatt, President & Group Chief Financial Officer and Ms. Bina Chandarana, Company Secretary & Sr. Executive Vice President, be and are hereby severally authorised to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action."

3. "RESOLVED THAT, the final placement document in relation to the Issue ("Placement Document"), which includes the complete details of the Issue, in addition to disclosures contained in Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations, a copy of which was placed before the Securities Issuance Committee duly initialed by the Chairman for the purpose of identification, be and is hereby approved for filing with BSE Limited and National Stock Exchange of India Limited (collectively, "Stock Exchanges") and any other regulatory authority as may be required under applicable laws.

"RESOLVED FURTHER THAT Mr. Uday Kotak, Executive Vice Chairman & Managing Director, Mr. Dipak Gupta, Joint Managing Director and Mr. Jaimin Bhatt, President & Group Chief Financial Officer are hereby severally authorised to make any changes to the Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments or corrections in the Placement Document as may be necessary or desirable.

"RESOLVED FURTHER THAT the final version of the Placement Document be signed by Mr. Uday Kotak, Executive Vice Chairman & Managing Director, Mr. Dipak Gupta, Joint Managing Director and Mr. Jaimin Bhatt, President & Group Chief Financial Officer, severally on behalf of the Bank.



"RESOLVED FURTHER THAT Mr. Dipak Gupta, Joint Managing Director, Mr. Jaimin Bhatt, President & Group Chief Financial Officer and Ms. Bina Chandarana, Company Secretary & Sr. Executive Vice President, be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to delivering the Placement Document to the Stock Exchanges and filing the Placement Document along with other documents as required under the Companies Act, 2013, with the Registrar of Companies, Mumbai and the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required and to affix the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Bank, the SEBI Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other law as may be applicable.

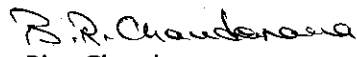
"RESOLVED FURTHER THAT Mr. Dipak Gupta, Joint Managing Director, Mr. Jaimin Bhatt, President & Group Chief Financial Officer and Ms. Bina Chandarana, Company Secretary & Sr. Executive Vice President, be and are hereby severally authorised to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action."

4. "RESOLVED THAT the Confirmation of Allocation Note, as per the copy placed before the Securities Issuance Committee duly initiated by the Chairman for the purpose of identification, be and is hereby approved and that Confirmation of Allocation Note along with the Placement Document be sent to the successful bidders.

"RESOLVED FURTHER THAT Mr. Uday Kotak, Executive Vice Chairman & Managing Director, Mr. Dipak Gupta, Joint Managing Director and Mr. Jaimin Bhatt, President & Group Chief Financial Officer, be and are hereby severally authorised to finalise, settle, approve, sign and deliver on behalf of the Bank the confirmation of allocation note and any modification(s) or amendment(s) thereto, if any.

"RESOLVED FURTHER THAT Mr. Dipak Gupta, Joint Managing Director, Mr. Jaimin Bhatt, President & Group Chief Financial Officer and Ms. Bina Chandarana, Company Secretary & Sr. Executive Vice President, be and are hereby severally authorised to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action."

Kotak Mahindra Bank Limited


Bina Chandarana
Company Secretary &
Sr. Executive Vice President



Kotak Mahindra Bank Ltd.
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