



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

CERTIFIED THAT THE FOLLOWING IS A TRUE COPY OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE BANK HELD ON 29TH JUNE 2015

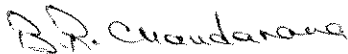
"RESOLVED that pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Bank and the recommendation of the Board of Directors of the Bank and subject to the regulations and guidelines for bonus shares issued by the Securities and Exchange Board of India and the Reserve Bank of India (as amended from time to time), as applicable, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board of Directors of the Bank (hereinafter to referred to as "the Board" which term shall include any Committee which the Board of Directors of the Bank may have constituted or may thereafter constitute and delegated with the powers necessary for the purpose) for capitalization of such amount standing to the credit of the Securities Premium Account/General Reserves/Capital Reserves or any other Reserve or Accumulated Profits as per the Audited Accounts for the financial year ended 31st March 2015, available for the purpose of capitalization, as may be considered necessary by the Board for issuance of bonus shares of ₹ 5 (Rupees five only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Bank whose names appear on the Register of Members of the Bank/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be hereafter fixed by the Board in that behalf (hereinafter referred to as "the Record Date") in the proportion of 1 (One) equity share for every 1 (One) equity share held by such persons on the Record Date.

"RESOLVED FURTHER that the issue and allotment of the bonus shares to Non-Resident shareholders of the Bank shall be subject, if required, to the approval of the Reserve Bank of India under the provisions of Foreign Exchange Management Act, 1999 and rules and regulations made thereunder.

"RESOLVED FURTHER that the bonus shares so issued and allotted pursuant to this Resolution shall rank in all respects pari passu with the existing fully paid equity shares of the Bank.

"RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters or things as it may in its absolute discretion deem necessary, expedient, usual or proper including giving directions to settle any question or difficulty that may arise with regard to the issue and distribution of the bonus shares as it may think fit."

KOTAK MAHINDRA BANK LIMITED



BINA CHANDARANA
COMPANY SECRETARY &
Sr. EXECUTIVE VICE PRESIDENT

Kotak Mahindra Bank Limited

CIN L65110MH1985PLC038137 T +91 22 61660000
Registered Office: F +91 22 67132403
27BKC, C 27, G Block www.kotak.com
Bandra Kurla Complex
Bandra (E), Mumbai - 400 051
India.