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Kotak Mahindra Bank

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20th July 2014

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: Notice along with Explanatory Statement for obtaining Shareholders' consent by Postal Ballot

Pursuant to Clause 31 of the Listing Agreement, enclosed please find three copies of Notice dated 8th August 2014 along with Explanatory Statement seeking consent of the Members by Postal Ballot, for issuance of securities in the nature of non-convertible debentures on Private Placement.

Further pursuant to Clause 31 (e) of the Listing Agreement, we enclose three copies of the Notice published by the Bank on Wednesday 20th August 2014, in English daily, Business Standard, and in Marathi daily, Sakal, with respect to the Postal Ballot intimation to the Members.

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
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

KOTAK MAHINDRA BANK LIMITED
CIN: L65110MH1985PLC038137
27BKC, C - 27, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400051.
Tel No.: +91 22 61660000, **Fax No.:** +91 22 67132403.
Website: www.kotak.com

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 to transact the special business as set out hereunder by passing Special Resolution through postal ballot (including voting through electronic means).

The proposed Special Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act are appended below and a postal ballot form ("Form") is also enclosed for seeking consent of the Members of Kotak Mahindra Bank Ltd. ("the Bank").

The Board of Directors of the Bank have 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.

You are requested to carefully read the instructions printed on the enclosed Form, record your assent (FOR) or dissent (AGAINST) therein and return the same in original, duly completed and signed, in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer not later than 6.00 p.m. on Wednesday, 17th September 2014. Forms received after this date will be treated as invalid.

In compliance with Clause 35B of the Listing Agreement and pursuant to the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Bank has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the Form. The instructions for e-voting are appended to this Postal Ballot Notice.

After completion of scrutiny of the Forms, the Scrutinizer will submit his Report to the Chairman/ Executive-Vice Chairman & Managing Director of the Bank. The results of the voting conducted through Postal Ballot will be announced by the Chairman/ Executive-Vice Chairman & Managing Director/ Director/ the Company Secretary at the Registered Office of the Bank on Monday, 22nd September 2014, at 4:00 pm. The said results along with the Scrutinizer's Report will also be displayed on the website of the Bank (www.kotak.com) and published in the newspaper. The resolution, if approved, will be taken as having been passed effectively on the date of declaration of the results.

Item No. 1: Issuance of securities in the nature of non-convertible debentures on private placement basis

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a 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."

By Order of the Board of Directors

Bina Chandarana
Company Secretary
& Executive Vice President

Place: Mumbai,
Date: 8th August 2014

Registered Office:

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

Notes

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the item of special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/ List of Beneficial Owners received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 8th August 2014.
3. The Postal Ballot Notice & the Postal Ballot Form is being sent by e-mail to those Members who have registered their e-mail address with the Bank or with the Depository Participant. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post / courier.
4. Members can opt to vote either through the physical postal ballot forms or through electronic mode of voting. In case a Member casts his/her votes through both the means, voting done through electronic means shall be considered and vote cast through physical postal ballot form will be treated invalid.

Explanatory 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 No. 1 of the Notice dated 8th August 2014.

Item No. 1:

Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 ('the Rules') provides that a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations. In case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year. The Ministry of Corporate Affairs vide its notification dated 30th June 2014 issuing the Companies (Prospectus and Allotment of Securities) Amendment Rules, 2014 has clarified that in case of an offer or invitation for non-convertible debentures made within a period of six months from the date of commencement of the Rules, the Special Resolution may be passed within the said period of six months from the date of commencement of the Rules i.e. by 30th September 2014.

Bank has assessed its fund requirements and it is proposed that borrowings by way of securities in the nature of non-convertible debentures be raised not exceeding ₹ 5000 crore in Indian/foreign currencies in the domestic and/or overseas markets for an amount which shall be within the overall authorized borrowing limits as per the extant guidelines.

Accordingly, during the validity of this resolution, the Bank proposes to issue non-convertible debentures by way of private placement. The pricing of the non-convertible debentures depends primarily upon the rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the markets, investor appetite for such instruments and investor regulations which enable investments in such instruments.

Considering the above, the Board of Directors at its meeting held on 8th August 2014 proposed to obtain the consent of the Members of the Bank for borrowing/raising of funds by way of securities in the nature of non-convertible debentures upto ₹ 5000 crore (Rupees Five Thousand Crore Only), 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.

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

By Order of the Board of Directors

Bina Chandarana
Company Secretary
& Executive Vice President

Place: Mumbai,
Date: 8th August 2014

Registered Office:

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

INSTRUCTIONS FOR E-VOTING

In accordance with the provisions of Sections 108 & 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 & Clause 35B of the Listing agreement, the stated item of business may be transacted through electronic voting system and the Bank is providing facility for voting by electronic means (e-voting) to its Members. The Bank has engaged the services of Karvy Computershare Private Limited ("Karvy") for providing e-voting facilities to the Members, enabling them to cast their vote in a secure manner. E-voting is optional for the Members.

The instructions to the Members for exercising their vote through e-voting are as under:

1. Members may choose to cast their vote electronically by logging on to the e-voting system (http://evoting.karvy.com).
2. Instructions along with process, manner for e-voting are laid down herein below & the login ID and password for e-voting in case of the Members who have not registered their email IDs with the Bank is provided in Electronic Voting Particulars portion of the postal ballot form. Those Members who have registered their email IDs with the Bank/their respective Depository Participants will be forwarded the login-ID and password for e-voting along with process, manner and instruction via email by Karvy.
3. The e-voting period shall commence on Wednesday, 20th August 2014 (9:00 a.m. onwards) and ends on Wednesday, 17th September 2014 (6:00 p.m.). During this period, Members of the Bank holding shares either in physical form or in dematerialized form, as on Friday, 8th August 2014, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
4. Vote on a resolution, once cast, cannot be changed subsequently.
5. Voting rights of members shall be reckoned in proportion to their shares of the paid-up equity share capital of the Bank as on Friday, 8th August 2014.

A. In case of Members receiving an email from Karvy:

1. Launch internet browser by typing the URL: http://evoting.karvy.com
2. Enter the login credentials [i.e., User ID and password mentioned in the email]. Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
3. After entering the details appropriately, click on LOGIN.
4. You will reach the 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 not to share your password with any other person and take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVEN i.e. 1250.
7. On the voting page, enter the number of shares as on 8th August 2014 under FOR/AGAINST or alternately you may enter partially any number in "FOR" and partially in "AGAINST" but the total number in FOR/AGAINST taken together should not exceed your total shareholding. You may also choose the option ABSTAIN.
8. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
9. You may then cast your vote by selecting an appropriate option and click on "Submit".
10. 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.
11. During the voting period, Members can login any number of times till they have voted on the Resolution.
12. 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. to the Scrutinizer through e-mail at scrutinizer.postalballot@kotak.com.

B. In case of Members receiving postal ballot form by Post / Courier and desiring to cast Vote electronically:

1. Initial password is provided at the bottom of the postal ballot form.

EVEN (Electronic Voting Event Number)	User ID	Password
Provided in Electronic Voting Particulars portion of the postal ballot form		

2. Please follow all steps from Sr. No. (1) to Sr. No. (12) above, to cast vote.
3. In case of any queries pertaining to e-voting, please visit Help & FAQ section of http://evoting.karvy.com
4. 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).

KOTAK MAHINDRA BANK LIMITED

CIN: L65110MH1985PLC038137
27BKC, C - 27, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400051.
Tel No.: +91 22 61660000, Fax No.: +91 22 67132403.
Website: www.kotak.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully)

1. Name(s) of the Member(s) :

2. Registered Address of the sole/ first named Member :

3. Registered folio no./ DP ID no./ Client ID no.* (*Applicable to Members holding shares in dematerialized form) :

4. Number of shares held :

I/ We hereby exercise my/ our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 8th August 2014 by recording my/our assent or dissent to the said resolution in the relevant box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Issuance of securities in the nature of non-convertible debentures on private placement basis			

Place :

Date :

Signature of Member / Beneficial Owner

Email ID : _____

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Note: For e-voting, please refer the Instructions for E-voting in the Notice attached herewith.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer viz. Mr. Ashwin Ankhad, Advocate and Managing Partner, M/s. Ashwin Ankhad & Associates, at the address mentioned on the enclosed postage pre-paid self-addressed business reply envelope.

2. Envelopes containing postal ballot form, if sent by courier at the expense of the Member will also be accepted.

3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.

4. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority.

5. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column. Tick Mark in both the boxes would render the Postal Ballot Form invalid.

6. Unsigned postal ballot forms will be rejected.

7. A Member need not use all his/her votes nor needs to cast all his/her votes in the same way. The right of voting by Postal Ballot cannot be exercised by a Proxy.

8. Duly completed postal ballot forms should reach the Scrutinizer not later than 6.00 p.m. on Wednesday, 17th September 2014. All postal ballot forms received after this date will be treated as if reply from such Member has not been received.

9. A Member may request for a duplicate postal ballot form, if so required, by writing to Bank's Registrar and Transfer Agent, Karvy Computershare Private Limited, (Unit: Kotak Mahindra Bank Limited) at Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at point No. 8 above.

10. Members are requested not to send any other paper along with the postal ballot form in the enclosed postage prepaid self-addressed envelope.

11. The Scrutinizer's decision on the validity of a postal ballot form will be final.

12. The results of the Postal Ballot will be declared in the manner as specified in the Notice.

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Kotak Mahindra Bank Limited

CIN - L65110MH1985PLC038137
Registered Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel: 61660000, Fax No.: +91 22 67132403 Website: www.kotak.com

NOTICE TO MEMBERS

Members of the Bank are hereby informed that the Bank has on 19th August, 2014, completed the dispatch of the Postal Ballot Notice pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014, along with Postal Ballot Form ('Form') and self-addressed, postage pre-paid envelope to the Members whose e-mail IDs are not registered as on Friday, 8th August, 2014 and sent e-mail to the Members whose e-mail ids are registered as on Friday, 8th August, 2014, seeking approval by postal ballot, including voting by electronic means ('E-voting'). The Bank has engaged the services of Karvy Computershare Private Limited ('Karvy') for providing E-voting facility.

The Postal Ballot Notice contains the following Resolution:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Issuance of securities in the nature of non-convertible debentures on private placement basis

The Login ID and Password for E-voting, in case of Members who have not registered their email IDs with the Bank or Depository Participant, have been provided in the Form. In case of Members who have registered their email IDs with the Bank / their Depository Participant, the Login ID and Password for E-voting has been provided in the e-mail from Karvy to enable members to use E-voting. Members already registered with Karvy for E-voting can use their existing Login ID and Password.

The Board of Directors of the Bank has appointed Mr. Ashwin Ankhad of M/s. Ashwin Ankhad & Associates as the Scrutinizer for conducting Postal Ballot in a fair and transparent manner.

The voting would commence from Wednesday, 20th August, 2014 (9:00 a.m. onwards) and will end on Wednesday, 17th September, 2014 (6:00 p.m.). Whilst the e-voting platform will be disabled at 6:00 p.m. on Wednesday, 17th September, 2014, any Form received from the Members after the said date will be strictly treated as if no reply from such Member(s) has been received.

Members who have not received the Form and are desirous of seeking a duplicate Form or having any grievance pertaining to the Postal Ballot process can contact Bank's Registrar and Share Transfer Agent - Karvy Computershare Private Limited, Unit: Kotak Mahindra Bank Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, Telephone: 040 - 44655000, Email id: shobha.anand@karvy.com, Contact Person: Ms. C. Shobha Anand.

The result of the Postal Ballot would be announced on Monday, 22nd September, 2014 at 4:00 p.m. at the Registered Office of the Bank.

KOTAK MAHINDRA BANK LIMITED

Bina Chandarana
Company Secretary &
Executive Vice President

Mumbai
19th August 2014

सकाळ
मुंबई, बुधवार, २० ऑगस्ट २०१४

kotak®

कोटक महिन्द्र बँक लिमिटेड

सीआयएन- L65110MH1985PLC038137
नोंदणीकृत कार्यालय: २७ बीकेसी, सी २७, जी ब्लॉक, बांद्रा-कुर्ला संकुल, वांद्रे (पू.) मुंबई - ४०० ०५१.
दूरध्वनी : ६१६६०००० फॅक्स नं.: +९१ २२ ६७६३२४०३ संकेत स्थळ www.kotak.com

सदस्यांसाठी सूचना

बँकेच्या सदस्यांना याद्वारे कळविण्यात येत आहे की, बँकेने कंपनी कायदा २०१३ चे कलम ११० व इतर लागू होणाऱ्या तरतूदी यांच्या बरोबर कंपनीज् (मॅनेजमेंट अँण्ड अॅडमिनिस्ट्रेशन) रूल्स २०१४ यांच्या अनुसार कंपनीने टपाल खर्च आगाऊ देण्यात आलेले, स्वत:चा पत्ता लिहिलेले पाकीट व टपाली मतदान पत्रिका ('फार्म') यांच्यासह इलेक्ट्रॉनिक पद्धतीने ('ई-मतदान') मतदान यांना मंजूरी मिळविण्यासाठी ज्यांचे ई-मेल आयडी कंपनीकडे ८ ऑगस्ट २०१४ रोजी नोंदविलेले नाहीत अशा सदस्यांना टपालाद्वारे व ज्यांचे ई-मेल आयडी ८ ऑगस्ट २०१४ नोंदविलेले आहेत अशा सदस्यांना ई-मेलद्वारे पाठविण्याचे काम १९ ऑगस्ट २०१४ रोजी पूर्ण केलेले आहे. बँकेने ई-मतदान सुविधा पुरविण्यासाठी कार्वी कॉम्प्युटर शेअर प्रायव्हेट लिमिटेड ('कार्वी') यांची सेवा घेतलेली आहे.

टपाली मतदानाच्या सूचनेमध्ये पुढील ठरावाचा समावेश आहे:

अनु क्र.	ठरावाचा प्रकार	तपशील
१.	विशेष ठराव	प्रायव्हेट प्लेसमेंट तत्वावर अपरिवर्तनीय रोख्यांच्या स्वरूपात सिक्युरिटीज सादर करणे.

ज्या सदस्यांनी आपले ई-मेल आयडी बँक किंवा डिपॉझिटरी पार्टिसिपन्ट्स यांच्याकडे नोंदविलेले नाहीत, अशा सदस्यांना ई-मतदानाचा लॉग इन आयडी व पासवर्ड फॉर्ममधून कळविण्यात आलेला आहे. ज्या सदस्यांनी आपले ई-मेल आयडी बँक/डिपॉझिटरी पार्टिसिपन्ट्स यांच्याकडे नोंदविलेले आहेत त्यांना ई-मतदान सुविधेचा वापर करता यावा यासाठी ई-मतदानाचा लॉग इन आयडी व पासवर्ड कार्वीकडून पाठविण्यात आलेल्या ई-मेलमध्ये देण्यात आलेला आहे. कार्वीकडे आधीच नोंदणी झालेले सदस्य त्यांच्या वर्तमान लॉग इन आयडी व पासवर्ड यांचा वापर करू शकतात.

उचित व पारदर्शक पद्धतीने ई-मतदानाचे आयोजन करण्यासाठी बँकेच्या संचालक मंडळाने स्क्रूटिनायझर म्हणून मेसर्स अल्विन अंखड अँण्ड असोसिएट्सचे श्री. अश्विन अंखड यांची नियुक्ती केली आहे.

मतदान बुधवार, २० ऑगस्ट २०१४ रोजी (सकाळी ९.०० पासून) सुरू होईल व बुधवार, १७ सप्टेंबर २०१४ रोजी (संध्या. ६.०० वाजता) बंद होईल. ई-मतदानाचे प्लॅटफॉर्म बुधवार, १७ सप्टेंबर २०१४ रोजी संध्या. ६.०० वाजल्यापासून अंकार्यरत करण्यात येणार असल्यापुढे कथित तारखेनंतर आलेल्या मतदानाबाबत सदर सदस्याकडून कोणतेही उत्तर आलेले नाही, असे समजण्यात येईल.

ज्या सदस्यांना फॉर्म मिळालेला नाही व ज्यांना डुप्लिकेट फॉर्म मिळावा, अशी इच्छा आहे किंवा टपाली मतदान पद्धती विषयी ज्यांची तक्रार आहे, असे सदस्य बँकेचे रजिस्ट्रार आणि शेअर ट्रान्सफर एजंट कॉम्प्युटर शेअर प्रायव्हेट लिमिटेड, युनिट: कोटक महिंद्र बँक लिमिटेड, प्लॉट नं. १७-२४ विठ्ठल राव नगर, माधापूर, हैदराबाद - ५०० ०८१, दूरध्वनी - ०४० - ४४६५५०००, ई-मेल आयडी - shobha.anand@karvy.com, वर संपर्क अधिकारी - सुश्री सी. शोभा आनंद यांच्याशी संपर्क साधू शकतात.

टपाली मतदानाचा निकाल कंपनीच्या नोंदणीकृत कार्यालयामध्ये सोमवार, २२ सप्टेंबर २०१४ रोजी दुपारी ४.०० वाजता जाहीर करण्यात येईल.

कोटक महिन्द्र बँक लिमिटेड
विना चंदाराणा
कंपनी सेक्रेटरी आणि कार्यकारी उपाध्यक्ष

मुंबई
१९ ऑगस्ट २०१४