



Kotak Mahindra Bank

CERTIFIED THAT THE FOLLOWING IS A TRUE COPY OF THE RESOLUTION PASSED BY THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS HELD ON 11TH MAY 2017.

"RESOLVED THAT pursuant to the approval of, and authority delegated by, the Board of Directors pursuant to its resolution dated March 30, 2017 and the approval of the shareholders of the Bank by way of their resolution dated May 9, 2017, the issue of up to 6,20,00,000 equity shares of the Bank of face value of ₹5 each ("Equity Shares") to qualified institutional buyers ("QIBs") by the Bank in terms of Chapter VIII of the SEBI Regulations and Section 42 of the Companies Act, 2013, as amended, including the rules made thereunder ("Issue"), be and is hereby approved.

"RESOLVED FURTHER THAT the consent of the Securities Issuance Committee, be and is hereby accorded to open the Issue on May 11, 2017 and a meeting of the Securities Issuance Committee is proposed to be held on May 16, 2017 to determine the closing date of the Issue and the price at which the Equity Shares will be issued and allotted by way of the Issue."

Kotak Mahindra Bank Limited

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

Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137

Registered Office:
27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400051,
Maharashtra, India.

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



CERTIFIED THAT THE FOLLOWING IS A TRUE COPY OF THE RESOLUTION PASSED BY THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS HELD ON 11TH MAY 2017.

"RESOLVED THAT, the draft preliminary placement document in relation to the Issue ("Preliminary Placement Document"), which includes 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 the Stock Exchanges and any other regulatory authority as may be required under applicable law.

"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 Preliminary 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 Preliminary Placement Document as may be necessary or desirable.

"RESOLVED FURTHER THAT the final version of the Preliminary Placement Document be signed by Mr. Dipak Gupta, Joint Managing Director on behalf of the Bank and such persons are authorized to make such confirmations and declaration on behalf of the Bank as may be required in relation to the Preliminary Placement Document."

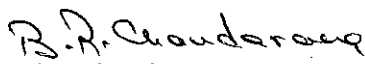
"RESOLVED FURTHER THAT the Application Form, as per the copy placed before the Securities Issuance Committee and initialed by the Chairman for the purpose of identification, be and is hereby approved and that serially numbered Application Form, together with serially numbered Preliminary Placement Document, be sent to the eligible QIBs inviting bids for the subscription of Equity Shares pursuant to the Issue.

"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 Application Form and any modification(s) or amendment(s) thereto, if any.

"RESOLVED FURTHER THAT Mr. Uday Kotak, Executive Vice Chairman & Managing Director, 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 take all steps as may be deemed necessary to give effect to the above resolution, including but not limited to delivering the Preliminary Placement Document to the Stock Exchanges and filing the Preliminary 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."

Kotak Mahindra Bank Limited


Bina Chandarana
Company Secretary &
Sr. Executive Vice President

Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137

Registered Office:
27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400051,
Maharashtra, India.

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

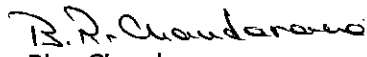
CERTIFIED THAT THE FOLLOWING IS A TRUE COPY OF THE RESOLUTION PASSED BY THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS HELD ON 11TH MAY 2017.

"RESOLVED THAT the relevant date for determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with Regulation 81 of the SEBI Regulations, shall be May 11, 2017 ("Relevant Date").

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 85(1) of the SEBI Regulations the Securities Issuance Committee hereby takes on record the Floor Price of ₹913.24 (per Equity Share) for 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 take all steps, including making the requisite applications and / or filings, as may be deemed necessary to give effect to the above resolutions, including all such acts, deeds, matters, payment of fees as applicable and things as may be required by BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges"), Securities and Exchange Board of India, the depositories or any other governmental or regulatory authority in connection with the Issue, including certifying the true copy of these resolutions and forwarding 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