



Kotak Mahindra Bank

January 20, 2015

The Manager,
National Stock Exchange Of India Limited.
Exchange Plaza,
5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai-400 0051.



Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement, we enclose a copy of Minutes of the Extraordinary General Meeting of the Bank held on 7th January 2015, at 1.30 p.m.

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

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Bandra (E), Mumbai - 400 051
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MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF KOTAK MAHINDRA BANK LIMITED HELD ON WEDNESDAY, JANUARY 07, 2015 AT 1.30 P.M. AT Y.B. CHAVAN AUDITORIUM, CHAVAN CENTRE, GENERAL JAGANNATH BHOSALE MARG, NEXT TO SACHIVALYA GYMKHANA, MUMBAI 400021

PRESENT	Dr. Shankar Acharya	}	Chairman
	Mr. Uday Kotak	}	Executive Vice-Chairman and Managing Director and Member
	Prof. Mahendra Dev	}	Directors
	Mr. Prakash Apte	}	
	Mr. N. P. Sarda	}	
	Ms. Farida Khambata	}	Director and Member
	Mr. Dipak Gupta	}	Joint Managing Directors and
	Mr. C. Jayaram	}	Members
	Ms. Bina Chandarana	}	Company Secretary and Member

And 76 Members, present in person, by proxy and through authorized representatives.

Dr. Shankar Acharya, the Chairman of the Board of Directors of the Bank, presided.

The Chairman announced that as there was a quorum present, the Meeting was in order and welcomed the Members.

The Chairman inquired whether the Notice of the Meeting could be taken as read. The Members present agreed and the Notice was taken as read.

The Chairman then proceeded with the business of the Meeting. He briefed the Members on the agenda of the meeting and then invited queries and comments from the Members relevant to the items in the Notice.

The following Members of the Bank commented, gave suggestions and asked certain queries on the items specified in the Notice:

1. Mrs. Ashalata Maheshwari
2. Mr. Prakash Vijayakar
3. Mr. Beruz Feramroz
4. Mr. Michael Martins

The members commented / enquired on the following matters:

- Reason for increase in Authorised Share Capital of the Bank.
- Results of E-voting.
- Congratulated the Directors on their re-appointment.
- Complimented the Board on appointment of woman director.

Mr. Uday Kotak, Executive Vice-Chairman and Managing Director responded to the queries and comments to the satisfaction of the Members.



The Chairman informed the Members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Bank had provided an electronic voting facility to enable the Members to cast vote electronically on the agenda items specified in the Notice of the Extraordinary general meeting.

He further informed that the e-voting period had commenced on 31st December 2014 and ended on 2nd January 2015. Ms. Rupal D. Jhaveri, Practising Company Secretary who was appointed as scrutinizer had scrutinized the e-voting process. The Chairman informed the Members that the e-voting results on all the resolutions had been largely in favour. He further stated that a ballot had been arranged for the shareholders present at the meeting and who had not e-voted and ordered the voting process open.

The Company Secretary read out the procedure for Voting through Ballot. The Chairman introduced to the Members, Ms. Rupal D. Jhaveri, Practising Company Secretary as Scrutinizer to scrutinize the Ballot process. Ballot papers were then distributed to the Members and proxies present at the Meeting.

After the last vote was cast, the Chairman announced that the combined results of the e-voting and ballot would be displayed on the Bank's notice board at its registered office and its website and would also be communicated to the Stock Exchanges within 48 hours of the closure of the meeting.

Based on the report of the Scrutinizer on the combined results of e-voting and the ballot conducted, the resolutions related to the following would be deemed to be passed on the date of the extraordinary general meeting:

1. Re-appointment and remuneration of Mr. C. Jayaram (DIN: 00012214) as Whole-time Director of the Bank designated as Joint Managing Director for the period from 1st January 2015 to 30th April 2016.
2. Appointment of Mr. Asim Ghosh (DIN: 00116139) as an Independent Director not liable to retire by rotation, up to 8th May 2016.
3. Appointment of Mr. Amit Desai (DIN: 00310510) as an Independent Director not liable to retire by rotation, up to 17th March 2019.
4. Appointment of Prof. S. Mahendra Dev (DIN: 06519869) as an Independent Director not liable to retire by rotation, up to 14th March 2018.
5. Appointment of Mr. Prakash Apte (DIN: 00196106) as an Independent Director not liable to retire by rotation, up to 17th March 2019.
6. Appointment of Ms. Farida Khambata (DIN: 06954123) as an Independent Director not liable to retire by rotation, up to 6th September 2019.
7. Increasing the ceiling limit on total holdings of FIIs/ SEBI approved sub-account of FIIs, FPIs, QFIs, NRIs & PIOs under the portfolio investment scheme upto 42% of the paid-up equity share capital of the Bank.
8. Increase in Authorized Share Capital of the Bank to ₹ 700 crore.
9. Amendment to clause V of the Memorandum of Association relating to the share capital of the Bank.

The Chairman thereafter declared the Meeting to have concluded.

The Meeting ended with a vote of thanks to the Chair.

CHAIRMAN OF THE MEETING

