



March 25, 2026

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| BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 | National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 |
| BSE Scrip Code: 500247, 958687, 974396, 974682, 974924, 975387 | NSE Symbol: KOTAKBANK, KMBL, KMB26, KMB29, KMB30 |

Dear Sir/Madam,

Sub: Intimation regarding Notice of Postal Ballot

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we attach herewith a copy of the Postal Ballot Notice dated March 25, 2026, along with the Explanatory Statement (“Postal Ballot Notice”), being dispatched today to the members of the Bank for seeking their approval on the following matter:

1. Appointment of Mr. Ramesh G. Iyer as a Director and an Independent Director of the Bank

As per the provisions of applicable law, the Postal Ballot Notice is being dispatched by e-mail, only to those members whose names appeared in the Register of Members / List of Beneficial Owners received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as the “Depositories”) and available with the Bank, as on Friday, March 20, 2026 and whose email address are registered with the Bank / Depositories / Depository Participants. A copy of the Postal Ballot Notice is also being made available on the website of the Bank <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html> and the website of NSDL, the remote e-voting service providing agency to the Bank www.evoting.nsdl.com.

The manner of voting on the proposed resolutions is restricted only to remote e-voting.

The Bank has engaged the services of NSDL for providing remote e-voting facility to all its members.

The e-voting period will commence on Thursday, March 26, 2026 (9:00 a.m. IST) and end on Friday, April 24, 2026 (5:00 p.m. IST).

Members holding equity shares of the Bank as on Friday, March 20, 2026, the Cut-off Date only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in the Postal Ballot Notice.

The Bank has made necessary arrangements to enable the eligible members who have not registered their e-mail address, to register the same so as to receive the Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password related details. The procedure for registration of e-mail address by such members is set out in Note 6 of the Postal Ballot Notice. The instructions for remote e-voting are set out in Note 7 of the Postal Ballot Notice.

The results of Postal Ballot will be declared on or before Tuesday, April 28, 2026.

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 61660001
www.kotak.bank.in



Kotak Mahindra Bank

We request you to kindly take the above information on your records and disseminate to all concerned.

Thanking you,

Yours faithfully
For Kotak Mahindra Bank Limited

Avan Doomasia
Company Secretary

Encl.: as above

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KOTAK MAHINDRA BANK LIMITED

CIN: L65110MH1985PLC038137

Registered Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Tel: +91 22 6166 0001; **Fax:** +91 22 6713 S2403

Website: www.kotak.bank.in; **E-mail:** KotakBank.Secretarial@kotak.com

POSTAL BALLOT NOTICE

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 3/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolution set out below is proposed to be passed by the members of Kotak Mahindra Bank Limited (“Bank”) by means of a Postal Ballot, only by way of remote e-voting process.

The explanatory statement setting out all material facts relating to the resolution, as required in terms of Section 102(1) of the Act read with the Rules, the MCA Circulars and Regulation 17(1) of the SEBI Listing Regulations, is appended below.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting (“e-voting”), i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the head ‘Instructions for e-voting’ at Note 7, which the members are requested to carefully read.

The Board of Directors of the Bank have appointed Mr. Alwyn D’Souza (Membership No. FCS 5559), Practising Company Secretary and Partner in M/s. Alwyn Jay & Co., Company Secretaries, as the Scrutiniser and Mr. Vijay Sonone (Membership No. FCS 7301), Practising Company Secretary and Partner in M/s. Alwyn Jay & Co., as an Alternate Scrutiniser to Mr. Alwyn D’Souza, for conducting the Postal Ballot process in a fair and transparent manner.

Members holding equity shares of the Bank on the Cut-off Date mentioned in this Postal Ballot Notice are requested to record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Friday, April 24, 2026. The Bank has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-voting facility to its members. In accordance with the MCA Circulars, the Bank has made necessary arrangements to enable the members to register their e-mail address. Those members who have not yet registered their e-mail address, are requested to register the same by following the procedure set out in Note 6 in this Postal Ballot Notice.



After completion of scrutiny of the votes cast, the Scrutiniser will submit the Scrutiniser's Report to the Chairman of the Bank, or in his absence, the Managing Director & CEO or the Company Secretary. The results of the e-voting will be announced by the Chairman of the Bank, or in his absence, the Managing Director & CEO or the Company Secretary, on or before Tuesday, April 28, 2026. The said results, along with the Scrutiniser's Report, will be placed on the website of the Bank: <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html> and NSDL: www.evoting.nsdl.com and also displayed at the Registered Office of the Bank. The same will also be simultaneously forwarded to the Stock Exchanges where the equity shares of the Bank are listed, for placing the same on their respective websites. The resolution, if approved, will be deemed to have been duly passed on the last date specified for e-voting, i.e., Friday, April 24, 2026.

SPECIAL BUSINESS:

1. Appointment of Mr. Ramesh G. Iyer as a Director and an Independent Director of the Bank

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that Mr. Ramesh G. Iyer (DIN: 00220759), who was appointed as an Additional Director of the Bank, with effect from 17th February, 2026, by the Board of Directors of the Bank (“Board”) in terms of the applicable provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Bank and in respect of whom the Bank has received a notice from a member, in writing, proposing his candidature for the office of a Director of the Bank and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Bank.”

“RESOLVED FURTHER that pursuant to the applicable provisions of the Act read with relevant Schedule(s) thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Banking Regulation Act, 1949 and rules / regulations / directions / circulars / notifications / guidelines / clarifications issued, from time to time, by the Reserve Bank of India and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee of the Bank and the approval by the Board, the appointment of Mr. Ramesh G. Iyer as an Independent Director of the Bank, for a period of four (4) years, with effect from 17th February, 2026 to 16th February, 2030 (both days inclusive), be and is hereby approved.”

“RESOLVED FURTHER that the Board/Officials of the Bank, be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By Order of the Board of Directors
For Kotak Mahindra Bank Limited**

Place: Mumbai
Date: Wednesday, March 25, 2026

**Avan Doomasia
Company Secretary
(FCS. No. 3430)**

Registered Office:
27BKC, C 27, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
CIN: L65110MH1985PLC038137
Website: www.kotak.bank.in

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, setting out all the material facts relating to and the recommendation of the Board of Directors pursuant to Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of the resolution comprised in Special Business at Item No. 1 contained in this Postal Ballot Notice dated Wednesday, March 25, 2026, is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, March 20, 2026, received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) and whose e-mail address is registered with the Bank/Depositories/Depository Participants. A copy of this Postal Ballot Notice will also be available on the website of the Bank: <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html>, the relevant section of the websites of the Stock Exchanges on which the equity shares of the Bank are listed i.e. BSE Limited: www.bseindia.com and National Stock Exchange of India Limited: www.nseindia.com and the website of NSDL, www.evoting.nsdl.com, the remote e-voting service providing agency to the Bank.
3. Accordingly, in accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, are not being sent to any member. Therefore, the communication of the assent or dissent of the members eligible to vote is restricted only to remote e-voting (“e-voting”), i.e., by casting votes electronically instead of submitting postal ballot forms.
4. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
5. The Cut-off date for the purpose of reckoning voting rights is Friday, March 20, 2026 (“Cut-off Date”). Members holding equity shares of the Bank as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through the e-voting process in relation to the resolution specified in this Postal Ballot Notice. A person who becomes a member after the Cut-off Date is not eligible to vote.
6. **Regarding receiving E-mail communication**

Eligible Members who have not registered their e-mail IDs, are required to register the same on or before 10:00 a.m. (IST) on Friday, April 24, 2026 so as to receive this Postal Ballot Notice and the procedure for e-voting along with the login ID and password related details.

Members may send request to procure e-mail communication of this Postal Ballot Notice from the Bank, by sending an email on KotakBank.Secretarial@kotak.com along with the documents mentioned below:

- i. In case shares are held in physical form, please provide Folio Number, name of the member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card) and Aadhaar (self-attested scanned copy of Aadhaar Card).
- ii. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID and Client ID or 16-digit beneficiary ID), name of the member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card) and Aadhaar (self-attested scanned copy of Aadhaar Card).

Members are required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-voting facility.



After successful submission of the e-mail ID, the Bank or NSDL will share an electronic copy of the Postal Ballot Notice within 48 hours of receiving details of e-mail ID.

It may be noted that the Bank/KFin Technologies Limited (“KFinTech”/“RTA”) may use the e-mail address of such member for sending all future correspondence (including Annual Reports, Notices, intimations, etc.) electronically and that the member would be deemed to have consented to the same.

7. INSTRUCTIONS FOR E-VOTING:

In accordance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Rules”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Master Circular for compliance with the provisions of the SEBI Listing Regulations dated 11th July 2023 (as amended from time to time), Secretarial Standard on General Meetings (SS-2) and any amendments thereto, the Bank is providing facility for voting remotely, by electronic means, to its Eligible Members and the stated items of Special Business may be transacted through e-voting.

The Bank has engaged the services of NSDL for providing e-voting facility to its Eligible Members, enabling them to cast their vote electronically, in a secured manner.

Eligible Members, other than individuals may, in accordance with the provisions of Sections 112 and 113 of the Act, appoint/authorise representatives for the purpose of e-voting.

The manner of e-voting by (i) individual members holding equity shares of the Bank in demat mode, (ii) members other than individuals holding equity shares of the Bank in demat mode, (iii) members holding equity shares of the Bank in physical form (if any), and (iv) members who have not registered their e-mail address, is explained in the instructions given herein below:





(i) INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING EQUITY SHARES OF THE BANK IN DEMAT MODE

As per circular of SEBI on e-Voting Facility provided by Listed Entities dated 9th December, 2020, all “individual members holding equity shares of the Bank in demat mode” can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories/Depository Participant(s) is, given below.

“Two Step” Process for voting electronically, using the NSDL e-Voting system:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting

| Type of Member | Login Method |
|--|--|
| Individual members holding equity shares of the Bank in demat mode with NSDL | <p>Visit the e-voting website of NSDL by typing the following URL: https://www.evoting.nsdl.com/ in the web browser either on a personal computer or on a mobile or a tablet. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/One Time Password (“OTP”) and a verification code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see the e-voting page. Click on Kotak Mahindra Bank Limited or e-voting service provider, i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>Existing IDeAS users can visit the e-Services website of NSDL, viz., https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. On the next screen, enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Kotak Mahindra Bank Limited or e-voting service provider, i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |

| Type of Member | Login Method |
|--|---|
| Individual members holding equity shares of the Bank in demat mode with CDSL | <p>Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach NSDL e-voting page without any further authentication. The users logging in through Easi/Easiest are requested to visit CDSL website http://www.cdslindia.com/ https://www.evotingindia.com and click on login icon and then select New System Myeasi option, followed by entering the existing Myeasi username and password.</p> <p>After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see link to NSDL e-voting page for casting his/her vote during the remote e-voting period.</p> <p>If the user is not registered for Easi/Easiest, the option to register is available on CDSL's website www.cdslindia.com</p> <p>Click on login icon and then select New System Myeasi option. Then, click on registration option to complete registration. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN on the e-voting link available on http://www.cdslindia.com/ https://www.evotingindia.com The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the Demat Account.</p> <p>After successful authentication, user will be able to see the e-voting option where the e-voting cycles in progress can be viewed and votes can be cast by clicking on the name of the Bank appearing on the page.</p> |
| Individual members (holding equity shares of the Bank in demat mode) - Login through their Depository Participants | <p>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Kotak Mahindra Bank Limited or e-voting service provider, i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> |



Important note: Members who are unable to retrieve User ID/Password are advised to use ‘Forget User ID’ and ‘Forget Password’ option available at abovementioned website(s).

| Contact details in case of any technical issue on NSDL Website / grievances | Contact details in case of any technical issue on CDSL Website / grievances |
|--|---|
| Members facing any technical issue during login, can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call on 022 - 4886 7000/ 1800 1020 990 and 1800 22 44 30. | Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call 18002109911. |

(ii) INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING EQUITY SHARES OF THE BANK IN DEMAT MODE AND (II) ALL MEMBERS HOLDING EQUITY SHARES OF THE BANK IN PHYSICAL FORM (IF ANY)

Institutional/Corporate members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are appointed/authorised to vote, to the Scrutiniser by e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.com

(A) In case a member receives an e-mail from the Bank/NSDL [for members whose e-mail address is registered with the Bank/Depository Participant(s)]:

1. Visit the e-voting website of NSDL by typing the following URL: <https://www.evoting.nsdl.com/> in the web browser either on a Personal Computer or on a mobile or a tablet.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 3, i.e., Cast your vote electronically.
4. Your User ID details are, given below:

| Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical (if any) | Your User ID is: |
|---|---|
| a) For members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| b) For members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For members holding shares in physical form (if any). | EVEN followed by Folio Number registered with the Bank. For example, if folio number is 001*** and EVEN is 138954, then user ID is 138954001*** |

5. Password details for members other than individual members are, given below:
- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your Demat Account or with the Bank, your 'initial password'/process to login would be communicated to you on your e-mail ID. Trace the e-mail sent to you by NSDL in your mailbox. Open the e-mail and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail address is not registered, please follow steps mentioned below (Process for those members whose e-mail address are not registered):
 - (A) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Physical User Reset Password?" (If you are holding shares in physical form) option available www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - (B) After entering your password, tick on "Agree to Terms and Conditions" by selecting on the check box.
 - (C) Now, you will have to click on "Login" button.
 - (D) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- (i) After successful login at Step 1, you will be able to see all active "EVENTS".
- (ii) Select "EVENT" of the Bank for remote e-Voting.

- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (v) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

General Guidelines for members

- (i) Institutional/Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are appointed/authorised to vote, to the Scrutiniser by e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.com Institutional members can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- (iii) In case of any queries, you may refer to the Frequently Asked Questions (“FAQs”) for members and the e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com

(B) In case of a member whose e-mail address is not registered/updated with the Bank/KFin Technologies Limited (“RTA”)/Depository/Depository Participant(s), please follow the following steps to generate your login credentials:

Members may send a request to evoting@nsdl.com / KotakBank.Secretarial@kotak.com for procuring user ID and password for e-voting.

- a) In case shares are held in physical form, please provide Folio Number, name of the member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card) and Aadhaar (self-attested scanned copy of Aadhaar Card).
- b) In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID and Client ID or 16-digit beneficiary ID), name of the member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card) and Aadhaar (self-attested scanned copy of Aadhaar Card).
- c) If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A).

After verification of your request, NSDL will send the user ID and password credentials to you electronically.



8. The documents referred to in this Postal Ballot Notice shall be open for inspection, in electronic mode, on the Bank's website at <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html>, without any fee, up to the last date specified for e-voting in the accompanying Postal Ballot Notice, i.e., Friday, April 24, 2026.
9. In case of any queries, you may refer to the Frequently Asked Questions ("FAQs") for members and e-voting user manual for members available in the download section of www.evoting.nsdl.com to get your grievances on e-voting addressed.
10. **The voting period shall commence on Thursday, March 26, 2026 (9:00 a.m. IST) and end on Friday, April 24, 2026 (5:00 p.m. IST). During this period, Eligible Members may cast their votes electronically.**
11. Vote on a resolution, once cast, cannot be changed subsequently.
12. There will be one login for every Folio/Client ID irrespective of the number of joint holders.
13. The voting rights of Eligible Members shall be in proportion to their share in the paid-up equity share Capital of the Bank as on the Cut-off Date, subject to applicable laws, including the Banking Regulation Act, 1949.
14. The Board of Directors of the Bank have appointed Mr. Alwyn D'Souza, Practising Company Secretary (Membership No. FCS 5559), Practising Company Secretary and Partner in M/s. Alwyn Jay & Co., as the Scrutiniser and Mr. Vijay Sonone, Practising Company Secretary (Membership No. FCS 7301), Practising Company Secretary and Partner in M/s. Alwyn Jay & Co., Company Secretaries, as an Alternate Scrutiniser to Mr. Alwyn D'Souza, for conducting the Postal Ballot process in a fair and transparent manner.
15. After completion of scrutiny of the votes cast, the Scrutiniser will submit Scrutiniser's Report to the Chairman of the Bank, or in his absence, to the Managing Director & CEO, or in his absence, to the Company Secretary. The results of the e-voting will be announced by the Chairman of the Bank, or in his absence, the Managing Director & CEO, or in his absence, the Company Secretary, on or before Tuesday, April 28, 2026. The resolution, if approved, will be deemed to have been duly passed on the last date specified for e-voting, i.e., Friday, April 24, 2026.
16. The said results, along with the Scrutiniser's Report, will be placed on the website of the Bank: <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html>, NSDL: www.evoting.nsdl.com and also displayed at the Registered Office of the Bank. The same will also be simultaneously forwarded to the Stock Exchanges where the equity shares of the Bank are listed, for placing the same on their websites, i.e., BSE Limited: www.bseindia.com and National Stock Exchange of India Limited: www.nseindia.com



EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, ALONG WITH THE RATIONALE FOR RECOMMENDATION OF THE ITEM OF BUSINESS BY THE BOARD OF DIRECTORS PURSUANT TO REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts and recommendation of the Board of Directors pursuant to Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the item of Special Business, mentioned in this Postal Ballot Notice dated Wednesday, March 25, 2026:

Item No. 1

Dr. Ashok Gulati, who was appointed as an Independent Director on the Board of Directors of the Bank ("Board") for an initial term of five consecutive years, with effect from 6th March, 2021, had expressed his desire to retire as an Independent Director of the Bank on completion of his term, which was to end on 5th March, 2026.

In view of the desire expressed by Dr. Gulati and to augment the composition of the Board of the Bank by complementing some of the skills / expertise / competencies already available on the Board, at the meeting of the Board held on 17th February, 2026, the Board, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Ramesh G. Iyer (DIN: 00220759) as an Additional Director and an Independent Director of the Bank, for a term of four years, with effect from 17th February, 2026 to 16th February, 2030 (both days inclusive), subject to the approval of the members of the Bank.

Mr. Iyer has been associated with the Mahindra Group for over four decades in various roles. He was instrumental in building Mahindra & Mahindra Financial Services Limited ("MMFSL") into one of India's leading rural finance institutions. In his last role, he served as MMFSL's Vice Chairman & Managing Director and as President - Financial Services Sector & Member of the Group Executive Board - Mahindra and Mahindra Limited, until his superannuation in April 2024. As CEO of MMFSL, since 1999, he led MMFSL's growth with a strong focus on rural and inclusive finance, scaling it significantly in assets, reach and customer base. He has also played a key role in establishing subsidiaries in rural housing finance, insurance broking and asset management and in forging international joint ventures. In view of his multi-faceted achievements, he has been honoured with several prestigious awards and accolades, over the years. Mr. Iyer currently serves on the boards of several listed and unlisted companies and advises leading institutions across financial services and technology spheres. Mr. Iyer is a Commerce graduate and also holds Doctor of Letters (D.Litt.) degree. Mr. Iyer is currently a member of the Audit Committee, Corporate Social Responsibility and Environmental, Social and Governance Committee and the Customer Service Committee of the Bank.

The brief details of Mr. Iyer, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in the Annexure to the accompanying Postal Ballot Notice.

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Bank, Mr. Iyer shall hold office as an Additional Director up to a date, not later than the ensuing Annual General Meeting and is eligible to be appointed as a Director. The Bank has, in terms of Section 160(1) of the Act, received in writing, a notice from a member proposing the candidature of Mr. Iyer for the office of Director of the Bank.



The NRC and the Board have determined that Mr. Iyer is a 'fit and proper' person to hold the office as an Independent Director of the Bank, as per the norms prescribed by the Reserve Bank of India ("RBI") and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Mr. Iyer has given his consent to act as a Director of the Bank. He has also given a declaration to the effect that he meets the criteria of independence as prescribed under the Act read with the applicable rules under the Act ("Rules") and the SEBI Listing Regulations, as applicable, and that he is not disqualified from being appointed as a Director of the Bank in terms of the Act.

The Board has assessed the veracity of the said declaration and other documents furnished by Mr. Iyer and, based on the same, has opined that he fulfils the conditions/criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as an Independent Director and that he is independent of the Management of the Bank. Further, Mr. Iyer is a person of integrity and has relevant skills, experience and expertise in the areas of Accountancy, Agriculture and Rural Economy, Co-operation, Economics, Finance, Small-scale Industry, Information Technology, Human Resources, Risk Management and Business Management, as required under the Banking Regulation Act, 1949 and relevant rules/regulations/directions/circulars/notifications/guidelines/clarifications issued from time to time, by the RBI. The Board is of the view that Mr. Iyer possesses and has the requisite skills and capabilities, stated above.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Iyer has enrolled his name in the online databank of Independent Directors maintained by the Government of India.

Given his skills, experience and expertise, the Board considers it desirable and in the interest of and benefit of the Bank to appoint him as an Independent Director and, accordingly, recommends the appointment of Mr. Iyer as a Director and an Independent Director, as proposed in the resolution set out at Item No. 1 in the accompanying Postal Ballot Notice, for the approval by the members.

During his tenure as an Independent Director of the Bank, Mr. Iyer shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

A copy of the letter for the appointment issued to Mr. Iyer as an Independent Director, setting out all the terms and conditions and all other documents referred to in this Postal Ballot Notice, shall be open for inspection, in electronic mode, on the Bank's website at <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html>, without any fee, up to the last date specified for e-voting in the accompanying Postal Ballot Notice, i.e., Friday, April 24, 2026.

As an Independent Director of the Bank, Mr. Iyer will be entitled to sitting fees and expenses for attending the meetings of the Board and Committees and other official purposes, as may be permissible under law from time to time, as well as compensation in the form of fixed remuneration, as may be allowed by relevant guidelines/directions issued by the RBI and other applicable laws, from time to time.

Mr. Iyer is not related to any Director or any Key Managerial Personnel of the Bank.

In accordance with Regulations 17(1C) and 25(2A) of the SEBI Listing Regulations, a listed entity shall ensure that approval of its members for appointment of an individual as an independent director on its board of directors is obtained, by way of a special resolution, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, in compliance with the provisions of applicable law (including Regulations 17(1C) and 25(2A) of the SEBI Listing Regulations) and given that no general meeting of the Bank has been



convened or held since Mr. Iyer's appointment as an Independent Director of the Bank, the approval of the members is being sought by means of this Postal Ballot, by way of a Special Resolution set out at Item No. 1 of the accompanying Postal Ballot Notice, within a period of three months from 17th February, 2026, the date of his appointment.

In accordance with the facts of the proposal and the rationale as aforesaid, your Directors recommend passing of the Special Resolution set out at Item No. 1 of the accompanying Postal Ballot Notice.

Except for Mr. Iyer and his relatives, none of the other Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested parties, financially or otherwise, in the Special Resolution set out at Item No. 1 of the accompanying Postal Ballot Notice.

**By Order of the Board of Directors
For Kotak Mahindra Bank Limited**

Place: Mumbai
Date: Wednesday, March 25, 2026

**Avan Doomasia
Company Secretary
(FCS. No. 3430)**

Registered Office:
27BKC, C 27, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
CIN: L65110MH1985PLC038137
Website: www.kotak.bank.in



Annexure

**DETAILS OF THE DIRECTOR BEING APPOINTED AS SET OUT IN THE
POSTAL BALLOT NOTICE**

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India)

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|--|---|
| Name of the Director | Mr. Ramesh G. Iyer |
| DIN | 00220759 |
| Age | 67 years |
| Qualification | <ul style="list-style-type: none">• B. Com.• Doctor of Letters (D.Litt.) |
| Brief details, nature of expertise in specific functional area and experience | Profile of Mr. Iyer is provided in the Explanatory Statement to Item No. 1 of this Postal Ballot Notice. A detailed profile of Mr. Iyer is also available on the website of the Bank at: https://www.kotak.bank.in/en/investor-relations/governance.html |
| Terms and Conditions of appointment including remuneration sought to be paid | <p>Mr. Iyer is entitled for sitting fees and expenses for attending the meetings of the Board and Committees and other official purposes, as may be permissible under law from time to time, as well as compensation in the form of fixed remuneration, as may be allowed by relevant guidelines/directions issued by the RBI and other applicable laws, from time to time.</p> <p>Mr. Iyer is an Independent Director, not liable to retire by rotation.</p> |
| Remuneration last drawn: (a) as a Director of the Bank | Rs. 1,00,000 paid towards sitting fees for the Board Meeting attended by Mr. Iyer on March 20/21, 2026. |
| (b) as a Director on the Board of Kotak Group entities | Rs. 14,50,000 towards sitting fees and Rs. 4,50,000 towards commission for FY 2024-25, paid as an Independent Director of Kotak Mahindra Prime Limited, during FY 2025-26 (till date). |
| Date of Appointment | 17 th February, 2026 |
| Directorships in other companies / Positions in other entities | <ol style="list-style-type: none">Mahindra Susten Private Limited: Non- Executive Director (Chairman)Mahindra First Choice Wheels Limited: Non- Executive Director (Chairman)Kotak Mahindra Prime Limited: Non- Executive Independent DirectorTVS Capital Funds Private Limited: Non- Executive Independent DirectorNOCIL Limited: Non- Executive Independent DirectorSai Life Sciences Limited: Non- Executive Independent Director |



| | |
|---|---|
| Name of the Director | Mr. Ramesh G. Iyer |
| Memberships / Chairmanships of Committees in companies / positions in other entities | i. <u>Mahindra Susten Private Limited:</u> <ul style="list-style-type: none">Environmental, Social, Governance and Health Committee (EHS/ Management Committee) – Member ii. <u>Mahindra First Choice Wheels Limited:</u> <ul style="list-style-type: none">Audit Committee – Member iii. <u>Kotak Mahindra Prime Limited:</u> <ul style="list-style-type: none">Credit Committee of Board - ChairmanRisk Management Committee - MemberIT Strategy Committee - Member iv. <u>TVS Capital Funds Private Limited:</u> <ul style="list-style-type: none">Audit & Governance Committee - Member v. <u>NOCIL Limited:</u> <ul style="list-style-type: none">Risk Management Committee - MemberNomination & Remuneration Committee - Member vi. <u>Sai Life Sciences Limited:</u> <ul style="list-style-type: none">Nomination & Remuneration Committee - ChairmanStakeholders Relationship Committee - ChairmanRisk Management Committee - ChairmanAudit Committee - MemberCorporate Social Responsibility Committee – Member |
| Listed entities from which the Director resigned in the past three years | Nil |
| Relationship between Directors inter-se and Key Managerial Personnel of the Bank | None |
| Shareholding in the Bank (including as beneficial owner) as on date | 3,756 equity shares of face value of Re. 1/- each |
| Number of Board Meetings attended | 1 (out of 1) |

**By Order of the Board of Directors
For Kotak Mahindra Bank Limited**

Place: Mumbai
Date: Wednesday, March 25, 2026

**Avan Doomasia
Company Secretary
(FCS. No. 3430)**

Registered Office:
27BKC, C 27, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
CIN: L65110MH1985PLC038137
Website: www.kotak.bank.in