

Report on Corporate Governance

PHILOSOPHY OF CORPORATE GOVERNANCE

Corporate Governance provides a framework for attaining the Bank's objectives and encompasses practically every sphere of management from action plans and internal controls to performance measurement, ethics and corporate disclosures. Good Corporate governance helps to build trust with the investors and the community and also helps in creating and enhancing long term sustainable value for all its stakeholders.

The Bank believes that Corporate Governance is a reflection of its value system, encompassing its culture, policies and its relationship with the stakeholders such as shareholders, regulators, employees, customers, vendors, government and the community at large. It is a system of practices, processes and rules which directs the affairs of an organization in an efficient manner and helps it to maximize value for its stakeholders. It essentially involves balancing the interests of an organization with that of its various stakeholders. Corporate Governance is more than just adherence to the regulatory and statutory requirements. It is equally about focusing on the voluntary practices that underlie the highest levels of transparency.

The Bank is committed to achieving and adhering to the highest standards of Corporate Governance and it constantly benchmarks itself with best practices, in this regard. The Bank's philosophy on Corporate Governance is, therefore, based on the core principles of Accountability and Responsibility, Integrity, Independence, Transparency in dealings, Fair and timely disclosures, Equality and Social Responsibility.

The Bank endeavors to adopt the highest standards of Corporate Governance and ethical practices and the activities of the Bank are carried out in accordance with good Corporate Governance practices. In this regard, the Bank has adopted the Code of Conduct for employees which lays down the values and standard of conduct that is expected from employees of the Bank while performing their roles and responsibilities across various functions of the Bank. The Bank has also adopted the Vigilance Policy, Whistle Blower Policy, Policy against Sexual Harassment in the Workplace and Trading Code of Conduct.

The Bank is in compliance with the requirements prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with respect to Corporate Governance.

BOARD OF DIRECTORS

The Board of Directors provide guidance to the Management and directs, supervises and controls the activities of the Bank. The responsibilities of the Board, *inter alia*, include formulation of overall strategy for the Bank and the group, taking new initiatives, formulating policies, performance review, monitoring of plans, monitoring due compliance with applicable laws, pursuing of policies and procedures, reviewing and approving the financial results, enhancing corporate governance practices and ensuring the best interest of the shareholders, the community, environment and its various stakeholders. The Board is responsible for the business and overall affairs of the Bank and the reporting structure of the Bank is consistent with the same.

Size and Composition of the Board

The size of the Board is commensurate with the size and business of the Bank. The composition of the Board of Directors of the Bank is governed by the Companies Act, 2013 ("Act") and the Rules thereunder, the Banking Regulation Act, 1949, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the guidelines issued by the Reserve Bank of India ("RBI"), from time to time, and is in conformity with the same. The Board has an optimum mix of Independent, Non-Executive and Executive Directors, with one-half of the Board being Independent Directors. The Bank's Board consists of eminent individuals having expertise and experience in various fields who understand and respect their fiduciary roles and responsibilities towards its stakeholders and strive hard to meet their expectations at all times. The Board mix provides a combination of professionalism, knowledge and experience required in the banking industry.

As on 31st March, 2021, the Board of Directors comprised a combination of ten Directors, as mentioned below:

Sr. No.	Category of Directorship	Name of the Director(s)
1.	Independent Directors	Mr. Prakash Apte (Part-time Chairman of the Board) Ms. Farida Khambata Mr. Uday Khanna Mr. Uday Shankar Dr. Ashok Gulati
2.	Non-Executive Director	Mr. C. Jayaram
3.	Executive Directors	Mr. Uday Kotak, Managing Director & CEO Mr. Dipak Gupta, Joint Managing Director Mr. K.V. S. Manian, Whole-time Director Mr. Gaurang Shah, Whole-time Director

A brief description of the Directors, along with the companies in which they hold directorship and the membership of the Committees of the Board of the Bank, are given below:

Mr. Prakash Apte, Non-Executive Independent Part-time Chairman

(DIN: 00196106)

Mr. Prakash Apte, aged 67 years, B.E. (Mechanical), served as Managing Director of Syngenta India Limited ("SIL"), an agricultural business company in India and a subsidiary of Syngenta Group, one of the largest research based agribusiness across the world, from November 2000 to April 2011. Since May 2011, Mr. Apte has been the Non-Executive Chairman of SIL. He was instrumental in setting up the Syngenta Foundation India which focuses on providing knowledge and support for adopting scientific growing systems to resource poor farmers and enabling their access to market. In a career spanning over 40 years, he has extensive experience in various areas of management, business leadership and agriculture sector. In the more than 16 years of successful leadership experience in agriculture business, he has gained diverse knowledge in various aspects of businesses and has been involved with many initiatives for technology, knowledge and skills upgradation in this sector, which is vital for India's food security. He was on the Boards of Syngenta Foundation India and Indo-Swiss Centre of Excellence upto 15th July, 2021 and 8th June, 2021, respectively.

Mr. Apte was appointed as a Non-Executive Director of the Bank, with effect from 18th March, 2011. He was appointed as the Part-time Chairman of the Bank, with effect from 20th July, 2018 and, thereafter, re-appointed for a period up to 31st December, 2023. Mr. Apte is also the Chairman of the Corporate Social Responsibility Committee, Risk Management Committee and Group Risk Management Committee and Member of the Audit Committee, Nomination and Remuneration Committee, Special Committee of the Board for follow-up of frauds and Review Committee for classification and declaration of borrowers as willful defaulters of the Bank.

Mr. Apte is also on the Board of the following companies:

Syngenta India Limited (Non-Executive Director)	Kotak Mahindra Life Insurance Company Limited (Independent Director)
Fine Organic Industries Limited (Independent Director)	

He is the Chairman of the Audit Committees of Syngenta India Limited and Kotak Mahindra Life Insurance Company Limited and a Member of the Audit Committee of Fine Organic Industries Limited. He is also a Member of the Stakeholders Relationship Committees of Syngenta India Limited and Fine Organic Industries Limited.

Ms. Farida Khambata, Independent Director

(DIN: 06954123)

Ms. Farida Khambata, aged 71 years, is Master of Arts in Economics from the University of Cambridge, a Master of Science in Business Management from the London Business School and a Chartered Financial Analyst and has attended the Advanced Management Program at Wharton. She was earlier with International Finance Corporation ("IFC") and was a Member of IFC's Management Group, the senior leadership team of IFC. In her last position at IFC, she served as Regional Vice President in charge of all operations in East Asia and the Pacific, South Asia, Latin America and the Caribbean and the Global Manufacturing Cluster. Ms. Khambata joined IFC in 1986 from the World Bank where she managed pension fund assets. She is a Member on the Advisory Board of ADM CEECAT Fund.

Ms. Khambata is a Director of the Bank from 7th September, 2014 and is the Chairperson of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee of the Bank.

Ms. Khambata is also on the Board of the following companies:

Dragon Capital Group Limited (Director)	Cartica Acquisition Corp (Director) (w.e.f. 29 th April, 2021)
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Mr. Uday Chander Khanna, Independent Director

(DIN : 00079129)

Mr. Uday Chander Khanna, aged 71 years, is a Chartered Accountant by qualification. Mr. Khanna was the Financial Controller and Treasurer of Hindustan Unilever and was, thereafter, on the Board of Hindustan Unilever as Director - Exports. He has also worked as Vice Chairman of Lever Brothers in Nigeria and General Auditor for Unilever - North America, based in the USA and was the Senior Vice President - Finance, Unilever - Asia, based in Singapore. Thereafter, Mr. Khanna joined the Lafarge Group in Paris in June 2003 as Senior Vice President for Group Strategy, after an extensive experience of almost 30 years with Hindustan Lever/Unilever in a variety of financial, commercial and general management roles both nationally and internationally. Mr. Khanna was also the Managing Director & CEO of Lafarge India from July 2005 to July 2011 and the Non-Executive Chairman of Lafarge India from July 2011 to September 2014. He was the Non-Executive Chairman of Bata India Limited till 2nd August, 2019. Mr. Khanna has been the past President of the Bombay Chamber of Commerce & Industry and also the Indo French Chamber of Commerce and Industry. He is a Director of the Bank from 16th September, 2016. He was the recipient of the "Ordre National du Merite" from the President of the Republic of France for his contribution in promoting Indo-French trade relations. He is a Member of the Board of Governors of The Anglo Scottish Education Society and Jt. Managing Trustee of the Indian Cancer Society. Mr. Khanna was the recipient of the 'Best Independent Director' award by Asian Centre for Corporate Governance Sustainability in 2018.

Mr. Khanna is a Director of the Bank from 16th September, 2016. He is the Chairman of the Audit Committee of the Bank and a Member of the Special Committee of the Board for monitoring and follow up of Frauds and Group Risk Management Committee of the Bank.

Mr. Khanna is also on the Board of the following companies:

Pfizer Limited (Independent Director)	Pidilite Industries Limited (Independent Director)
Castrol India Limited (Independent Director)	DSP Investment Managers Private Limited (Non-Executive Director)

He is the Chairman of the Audit Committees of Castrol India Limited and DSP Investment Managers Private Limited and a Member of the Audit Committees of Pfizer Limited and Pidilite Industries Limited as also a Member of the Stakeholders Relationship Committee of Pfizer Limited.

Mr. Uday Shankar, Independent Director

(DIN : 01755963)

Mr. Uday Shankar, aged 59 years, is a M. Phil in History from the Jawaharlal Nehru University, Delhi. Presently a technopreneur, he is also one of the Board members of Business Standard Private Limited and the President of the Federation of Indian Chambers of Commerce & Industry ("FICCI"). Until recently, he was the President, Asia Pacific of the Walt Disney Company Direct-to-Consumer & International ("DTCI") and the Chairman of Star and Disney India and lead the charge for Disney's transformation into a direct-to-consumer company in Asia Pacific. Prior to this role, he was the President of 21st Century Fox, Asia & CEO of Star India. Under his leadership, Star achieved a distinct leadership in Indian television broadcasting and has also made strides in disrupting the digital landscape with the launch of Hotstar. Mr. Shankar has played a key role in shaping the media and broadcasting industry in the country, bringing reforms for the industry and its consumers. He has been at the forefront of the landmark changes in self-regulation and pushing access for consumers to digitized distribution. Mr. Shankar began his professional life as a political journalist. Prior to Star, he was the CEO and Editor of Media Content and Communications Services, which operated Star News. Mr. Shankar was also Editor and News Director of TV Today Group, where he led the launch of Aaj Tak in 2000 and Headlines Today in 2003. He is the Designated Partner of Anupama Ventures LLP.

Mr. Shankar is a Director of the Bank from 16th March, 2019 and is the Chairman of the Customer Service Committee of the Bank.

Mr. Shankar is also on the Board of the following companies:

Business Standard Private Limited (Additional Director)	Asia Initiatives Pte Ltd. (Director)
Seven Islands Inc (Co-Chairman and Director)	

Dr. Ashok Gulati, Additional and Independent Director (appointed with effect from 6th March, 2021)

(DIN: 07062601)

Dr. Ashok Gulati, aged 67 years, is a M.A. and Ph.D. from Delhi School of Economics. Dr. Gulati is an eminent Indian agricultural economist and is currently Infosys Chair Professor for Agriculture at the Indian Council for Research on International Economic Relations. He was also a former Chairman of the Commission for Agricultural Costs and Prices, Government of India (2011-14). He was also on the Central Board of Directors of the Reserve Bank of India and National Bank for Agriculture and Rural Development ("NABARD"). He is currently a Member of the Tenth Audit Advisory Board of the Comptroller and Auditor General of India. He was Director at the International Food Policy Research Institute for more than 10 years from 2001. He worked as a Chair Professor NABARD at Institute of Economic Growth from 1998 to 2000 and prior to that, was Director/Chief Economist, Agriculture and Rural Development at National Council of Applied Economic Research from 1991 till 1997. Dr. Gulati has been deeply involved in policy analysis and advice in India. He was the youngest member of the Economic Advisory Council of Prime Minister Shri Atal Bihari Vajpayee; Member of the Economic Advisory Council of the Chief Minister of Andhra Pradesh and Member of the State Planning Board of Karnataka. For his contributions to the field, the President of India honored him with the "Padma Shri" award in 2015. He has 16 books to his credit on Indian and Asian Agriculture, besides numerous research papers in national and International Journals. He has been a prolific writer in leading newspapers in India.

Dr. Gulati was appointed as an Additional Director and as an Independent Director of the Bank, for a term of five years, with effect from 6th March, 2021, subject to the approval of the Members of the Bank. He is a Member of the Audit Committee of the Bank.

Dr. Gulati is also on the Board of the following companies:

National Commodity and Derivatives Exchange Limited (Independent Director)	Godrej Agrovet Limited (Independent Director) (w.e.f. 7 th May, 2021)
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Mr. C. Jayaram, Non-Executive Director

(DIN: 00012214)

Mr. C. Jayaram, aged 65 years, B. A. (Economics), PGDM-IIM, Kolkata, is the Non-Executive Director of the Bank. He has varied experience of over 38 years in many areas of finance and business and was earlier the Managing Director of Kotak Securities Limited. Mr. Jayaram headed the Wealth Management business, Alternative Investments business including Private Equity funds and Real Estate funds and international operations for Kotak Group till his retirement as Joint Managing Director in April 2016. He was with the Kotak Group for 26 years and was instrumental in building a number of new businesses at Kotak Group. Prior to joining the Kotak Group, he was with Overseas Sanmar Financial Ltd.

Mr. Jayaram is the Non-Executive Director of the Bank from 1st May, 2016. Mr. Jayaram is a Member of the Nomination and Remuneration Committee, Audit Committee, Stakeholders Relationship Committee, Special Committee of the Board for monitoring and follow up of Frauds, Corporate Social Responsibility Committee, ESOP Allotment Committee and Review Committee for classification and declaration of borrowers as willful defaulters of the Bank.

Mr. Jayaram is also on the Board of the following companies:

Kotak Mahindra Asset Management Company Limited (Non-Executive Director)	Multi Commodity Exchange of India Limited (Shareholder Director)
Multi Commodity Exchange Clearing Corporation Limited (Non-Executive Director)	

He is a Member of the Audit Committees of Kotak Mahindra Asset Management Company Limited and Multi Commodity Exchange of India Limited.

Mr. Uday Kotak, Managing Director & CEO

(DIN: 00007467)

Mr. Uday Kotak, aged 62 years, holds a Bachelor's degree in Commerce and a MMS degree from Jamnalal Bajaj Institute of Management Studies, Mumbai and was appointed as a Director on 21st November, 1985. He is the Managing Director & CEO of the Bank and also its promoter. Under Mr. Kotak's leadership, over the past 35 years, the Kotak Group established a prominent presence in major areas of financial services including banking, stock broking, investment banking, car finance, life and general insurance and asset management. He is a Member of the International Advisory Board of GIC Private Limited, Singapore and International Advisory Panel of Monetary Authority of Singapore, Investment Advisory Committee of the Army Group Insurance Fund and was the President of the Confederation of Indian Industry till 31st May, 2021. He is also a Governing Member of the Mahindra United World College of India, Member of the Board of Governors of Indian Council for Research on International Economic Relations and The Anglo Scottish Education Society (The Cathedral & John Connon School). Mr. Kotak was recipient of the 'Ernst & Young World Entrepreneur of the Year Award' in 2014, 'Economic Times Business Leader of the Year Award' in 2015, 'Businessman of the Year 2016' by Business India, 'Lifetime Achievement Award' at Financial Express' Best Banks' Awards 2016, 'USIBC Global Leadership Award' at the 2018 India Ideas Summit organised by the U.S.-India Business Council, 'Life Time Achievement Award' at Magna Awards 2019 by Businessworld, 'Best CEO in Banking Sector' by the Business Today Best CEO Awards 2019 and 'India Business Leader of the Year' by CNBC-TV18 at the India Business Leader Awards 2021, amongst many others.

Mr. Kotak is the Chairman of the Share Transfer and Other Matters Committee, Special Committee of the Board for monitoring and follow up of Frauds, ESOP Allotment Committee, Review Committee for classification and declaration of borrowers as willful defaulters and the Management Committee and a Member of the Stakeholders Relationship Committee, Customer Service Committee, Risk Management Committee and Group Risk Management Committee of the Bank.

Mr. Kotak is also on the Board of the following companies:

Kotak Mahindra Asset Management Company Limited (Non-Executive Director and Chairman)	Kotak Mahindra Prime Limited (Non-Executive Director and Chairman)
Kotak Mahindra Capital Company Limited (Non-Executive Director and Chairman)	Kotak Mahindra Investments Limited (Non-Executive Director and Chairman)
Kotak Mahindra Life Insurance Company Limited (Non-Executive Director and Chairman)	Infrastructure Leasing and Financial Services Limited (Non-Executive Director and Chairman)

He is also the Chairman of the Audit Committee of Kotak Mahindra Capital Company Limited.

Mr. Dipak Gupta, Joint Managing Director

(DIN: 00004771)

Mr. Dipak Gupta, aged 60 years, B.E. (Electronics), PGDM-IIM, Ahmedabad, is the Joint Managing Director of the Bank and has over 35 years of experience in the financial services sector, 29 years of which, have been with the Kotak Group. He is a Whole Time Director of the Bank from 1st October, 1999. Mr. Gupta helms numerous functions of the Bank including Information Technology, Digital Initiatives, Internal Audit, Human Resources, Vigilance, Customer Experience, Marketing & Communications, Environment Social Governance, Corporate Social Responsibility and Priority Sector Lending. Mr. Gupta was responsible for leading the Kotak Group's initiatives into the banking arena. He was the Chief Executive Officer of Kotak Mahindra Prime Limited and prior to joining the Kotak Group, was with A. F. Ferguson & Company for approximately six years.

Mr. Gupta is the Chairman of the Committee for Derivative Products and Member of the Stakeholders Relationship Committee, Share Transfer and Other Matters Committee, Special Committee of the Board for monitoring and follow up of Frauds, Customer Service Committee, Corporate Social Responsibility Committee, ESOP Allotment Committee, Management Committee, Risk Management Committee and Group Risk Management Committee of the Bank.

Mr. Gupta is also on the Board of the following companies:

Kotak Mahindra Life Insurance Company Limited (Non-Executive Director)	Kotak Investment Advisors Limited (Non-Executive Director)
Kotak Mahindra Capital Company Limited (Non-Executive Director)	Kotak Infrastructure Debt Fund Limited (Non-Executive Director)
Kotak Mahindra Inc. (Non-Executive Director)	Kotak Mahindra (UK) Limited (Non-Executive Director)

He is also a Member of the Audit Committees of Kotak Mahindra Capital Company Limited and Kotak Investment Advisors Limited and the sponsor of Brij Disa Foundation, a Section 8 company under the Act.

Mr. K.V.S. Manian, Whole-time Director

(DIN : 00031794)

Mr. K.V.S. Manian, aged 59 years, is an electrical engineer from IIT (BHU) - Varanasi, Post Graduate in Financial Management from Jamnalal Bajaj Institute of Management Studies and a Cost and Works Accountant. Mr. Manian is the Whole Time Director of the Bank from 1st November, 2019. Mr. Manian has a rich experience of 36 years, of which, over 26 years have been with the Kotak Group. Mr. Manian heads the Corporate Banking business and has oversight responsibility of the Investment Bank, Institutional Equities and Wealth Management businesses in the Group. Mr. Manian has steered the business through its integration with ING Vysya Bank Limited and has since then been focused on building a high quality profitable corporate franchise. Prior to leading the Corporate Bank, Mr. Manian was the President of the Consumer Banking business and also oversaw the retail brokerage business of Kotak Securities Limited. Mr. Manian also played a crucial role in Kotak's journey from a Non-Banking Financial Company ("NBFC") to a Bank and has, over his tenure at the Group, launched and grown to scale a number of businesses including the likes of the Commercial Vehicles Financing, Business Loans, Asset Reconstruction and Structured Financing. Prior to joining the Kotak Group, he had over a decade of work experience in corporate finance across Premier Auto Electric and NELCO, a TATA group company.

Mr. Manian is a Member of the Committee for Derivative Products, Share Transfer and Other Matters Committee (from 15th April, 2021), Customer Service Committee and Management Committee of the Bank.

Mr. Manian is also on the Board of the following companies:

Kotak Mahindra Investments Limited (Non-Executive Director)	Kotak Securities Limited (Non-Executive Director)
Kotak Mahindra Capital Company Limited (Non-Executive Director)	Kotak Infrastructure Debt Fund Limited (Non-Executive Director)

He is a Member of the Audit Committee of Kotak Infrastructure Debt Fund Limited.

Mr. Gaurang Shah, Whole-time Director

(DIN : 00016660)

Mr. Gaurang Shah, aged 59 years, is an M.Com and a Chartered Accountant. Mr. Shah is a Whole Time Director of the Bank from 1st November, 2019. He has over 36 years of rich experience primarily in financial services, of which, over 24 years have been with the Kotak Group. Mr. Shah is in charge of the Credit function of the Bank and is the Chairman of the Credit Committee (Level E) of the Bank. Mr. Shah oversees the Insurance, Asset management including Alternate Assets and Asset Reconstruction businesses and is a Non-Executive Director on the Board of the Insurance, Asset management and international business entities, which are wholly owned subsidiaries of the Bank. Prior to this, Mr. Shah headed the Group Risk Management function. Mr. Shah played a key role in building the Group's Consumer Banking and Life Insurance businesses and has held several positions of responsibility, including Head of Retail Assets at the Bank. Mr. Shah was the Managing Director of Kotak Mahindra Life Insurance Company Limited ("KLI") and during his tenure from 1st November, 2004 to 30th April, 2010, KLI became one of the first life insurance companies to break even and also became one of the most efficient users of capital. He was also an Executive Director of Kotak Mahindra Prime Limited, one of India's leading automobile finance companies from 1st October, 1999 to 31st December, 2002.

Mr. Shah is a Member of ESOP Allotment Committee (from 15th April, 2021), Management Committee, Share Transfer and Other Matters Committee, Committee for Derivative Products (from 15th April, 2021), Risk Management Committee and Group Risk Management Committee of the Bank.

Mr. Shah is also on the Board of the following companies:

Kotak Mahindra Life Insurance Company Limited (Non-Executive Director)	Kotak Mahindra General Insurance Company Limited (Non-Executive Director)
Kotak Mahindra Asset Management (Singapore) Pte. Ltd. (Non-Executive Director)	Kotak Investment Advisors Limited (Non-Executive Director)
Kotak Mahindra Inc. (Non-Executive Director)	Kotak Mahindra (UK) Limited (Non-Executive Director)
Kotak Mahindra Asset Management Company Limited (Non-Executive Director)	

He is a Member of the Audit Committee of KLI.

Note:

For the Chairmanship / Membership of companies other than the Bank, only the Audit Committee and Stakeholders Relationship Committee have been considered.

The Board believes that the skills / competencies / expertise, as mentioned in the table below, are required for the business of the Bank and Directors of the Bank possess these skills / competencies / expertise for it to function effectively, in terms of the Banking Regulation Act, 1949.

The names and categories of the Directors on the Bank's Board, the number of directorships and Committee positions held by the Directors in other public limited as also the areas of specialization and expertise of the Directors, as on 31st March, 2021 are, given below:

Name of Director(s)	Category	Special Knowledge / Expertise	No. of Directorships in other Companies		No. of Committee Positions held in the Bank and other Public Companies	
			Indian Public Companies	Other Indian Companies	Chairman	Member
Mr. Prakash Apte	Independent Non-Executive Part-time Chairman	Agriculture, Rural Economy & Management	3	2	2	4
Ms. Farida Khambata	Independent Non- Executive Director	Economics, Finance & Management	-	-	1	-
Mr. Uday Khanna	Independent Non- Executive Director	Business Management, Accountancy & Finance	3	2	4	2
Mr. Uday Shankar	Independent Non-Executive Director	Digital Media	-	2	-	-
Dr. Ashok Gulati	Additional Director/ Independent Non- Executive Director	Agriculture, Rural Economy	1	-	-	1
Mr. C. Jayaram	Non-Executive Director	Finance, Economics & Management	3	-	-	4
Mr. Uday Kotak	Managing Director & CEO, Promoter	Banking, Finance & Management	6	2	1	1
Mr. Dipak Gupta	Joint Managing Director	Finance, IT & Management	4	1	-	3
Mr. K.V.S. Manian	Whole-time Director	Banking & Finance	4	-	-	1
Mr. Gaurang Shah	Whole-time Director	Banking, Finance & Insurance	4	-	-	1

Notes:

1. Prof. S. Mahendra Dev (DIN: 06519869) ceased to be a Director of the Bank, with effect from 14th March, 2021, consequent upon the completion of eight years on the Board of the Bank, in accordance with the provisions of Section 10A (2A)(i) of the Banking Regulation Act, 1949.
2. Dr. Ashok Gulati (DIN: 07062601) was appointed as an Additional Director of the Bank and an Independent Director, for a term of five years, with effect from 6th March, 2021, subject to the approval of the Members of the Bank.
3. The Committee Memberships mentioned above are only for the statutory committees as per Regulation 26 of the SEBI Listing Regulations, namely Audit Committee and Stakeholders Relationship Committee.
4. Pursuant to the SEBI Listing Regulations, none of the Directors on the Board hold directorships in more than ten public companies and serve as Directors or as Independent Directors in more than seven listed entities. Further, the Executive Directors of the Bank do not serve as Independent Directors in any Company.
5. Pursuant to SEBI Listing Regulations, none of the Directors on the Board of the Bank are members of more than ten committees and Chairperson of more than five committees across all public companies in which he/she is a Director. For the purpose of the determining the limit, membership and chairpersonship of Audit Committee and Stakeholders Relationship Committee have been taken into consideration. All the Directors have made disclosures regarding their membership on various Committees in other companies.
6. In compliance with Regulation 24(1) of the SEBI Listing Regulations, Mr. Prakash Apte, an Independent Director on the Board of the Bank, is also on the Board of Kotak Mahindra Life Insurance Company Limited, an unlisted material Indian subsidiary of the Bank, as an Independent Director.
7. None of the Directors are related to each other.

BOARD MEETINGS

Scheduling and selection of agenda items for Board meetings

The Board meetings are convened by giving appropriate notice after obtaining the approval of the Chairman and the Managing Director & CEO. The Board meets at least once a quarter to review the financial results and other items on the agenda, once a year for approval of annual budgets, strategy and such other matters as required under the applicable laws. The Board also reviews business strategy, financial reports and their integrity, risk, compliance, customer protection, financial inclusion and human resources i.e. the 'Seven Critical Themes' as prescribed by RBI vide its Circular no. DBR No.BC.93/29.67.001/2014-15 dated 14th May, 2015. As required and when necessary, additional meetings are held. Dates of the Board meetings are decided in advance.

The agenda of the Board meetings is drafted by the Company Secretary along with the Agenda notes and these are distributed in advance to the Directors. Every Director is free to suggest the inclusion of matters for meetings of the Board. All divisions/departments in the Bank are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/ approval/ decision at the Board/ Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the Agenda for the Board meetings.

The Agenda notes are prepared by the concerned officials of the respective departments and are approved by the Managing Director & CEO and/or Joint Managing Director. Agenda papers are circulated to the Board by the Company Secretary. Additional items on the agenda are permitted with the permission of the Chairperson and with the consent of all the Directors present at the meeting.

The Directors are presented with important information on operations of the Bank as well as that which requires deliberation at the highest level. Information is provided on various critical items such as annual operating plans and budgets, capital budgets, quarterly results, minutes of meetings of the Audit Committee and other Committees of the Board, details of joint ventures and non-compliance, if any, with regulatory or statutory guidelines or with the listing requirements. etc.

Disclosures of interest are duly received from all the Directors and there is no potential conflict of interest in any transaction of the Bank with any Director. There were no other pecuniary relationships or transactions of the Non-Executive Directors vis-a-vis the Bank (except banking transactions in the ordinary course of business and on arm's length basis) during FY 2020-21.

To address specific urgent need, meetings are also convened at shorter notice. The Board also passes resolutions by circulation on a need basis. Conference calls are arranged to enable the Directors to discuss, in detail, the items to be approved by circulation and seek clarification as may be required. The Agenda papers for meetings of the Board are uploaded on a secured web-based portal and can be easily accessed on an ipad or laptop or computer.

The Bank also provides an option to its Directors to attend the Board / Committee meetings through Audio-Video-conferencing facility to enable the Directors to participate in the proceedings of the meeting electronically on account of the restrictions imposed due to the COVID-19 pandemic, in accordance with the various circulars issued by the Ministry of Corporate Affairs.

The draft minutes of the meetings of the Board are circulated to the Directors, for their comments and confirmation. The minutes of all the Committees of the Board of Directors of the Bank and the minutes of the meetings of the Board of Directors of the subsidiary companies of the Bank are also placed before the Board.

The quarterly, half-yearly and the annual results for the consolidated entity and for the Bank standalone are first placed before the Audit Committee of the Bank for its review and recommendation and, thereafter, are placed before the Board of Directors, for its approval.

A Compliance Certificate, signed by the Managing Director & CEO in respect of various laws, Rules and Regulations, as applicable to the Bank is placed before the Board, every quarter.

The Bank has put in place a post meeting follow-up, review and reporting process for the action taken on decisions of the Board. The Company Secretary submits follow-up Action Taken Report to the Board at each meeting on the compliance of the decisions/instructions of the Board.

During the year under review, fourteen meetings of the Board of Directors were held on 22nd April, 2020, 13th May, 2020, 30th June, 2020, 14th July, 2020, 27th July, 2020, 24th August, 2020, 4th September, 2020, 12th September, 2020, 26th October, 2020, 30th November, 2020, 25th January, 2021, 22nd February, 2021, 5th March, 2021 and 12/13th March, 2021, at which the requisite quorum was present throughout the meeting. The maximum time gap between any two meetings was not more than 60 days. The average duration of the board meetings held was approximately three and half hours. All recommendations made by the Committees of the Board were duly accepted by the Board.

Meetings and Attendance

The details of attendance of the Directors at Board meetings held during the year commencing 1st April, 2020 and ending 31st March, 2021 and at the last Annual General Meeting ("AGM") are, as under:

Sr. No.	Name of the Director	Board Meetings held during tenure of the Director	Board Meetings attended during FY 2020 – 21	Whether attended last AGM held on 18 th August, 2020
1.	Mr. Prakash Apte	14	14	Yes
2.	Prof. S. Mahendra Dev	14	14	Yes
3.	Ms. Farida Khambata	14	14	Yes
4.	Mr. Uday Khanna	14	14	Yes
5.	Mr. Uday Shankar	14	11	Yes
6.	Dr. Ashok Gulati	1	1	Not Applicable
7.	Mr. C. Jayaram	14	14	Yes
8.	Mr. Uday Kotak	14	14	Yes
9.	Mr. Dipak Gupta	14	14	Yes
10.	Mr. K.V.S. Manian	14	14	No
11.	Mr. Gaurang Shah	14	14	Yes

Notes:

- In view of the lock down in the country to combat COVID -19 and relaxation given by Ministry of Corporate Affairs vide Notifications dated 19th March, 2020 and 24th March, 2020, as extended from time to time, the Board Meetings were held through Video Conferencing. Further, the AGM of the Bank was held through Video Conferencing / Other Audio Visual Means.
- Prof. S. Mahendra Dev (DIN: 06519869) ceased to be a Director of the Bank, with effect from 14th March, 2021, consequent upon completion of eight years on the Board of the Bank, in accordance with the provisions of Section 10A (2A)(i) of the Banking Regulation Act, 1949.
- Dr. Ashok Gulati (DIN: 07062601) was appointed as an Additional Director of the Bank and an Independent Director, for a term of five years, with effect from 6th March, 2021, subject to the approval of the Members of the Bank.
- Due to unavoidable circumstances, Mr. K.V.S. Manian could not attend the AGM of the Bank.

Separate Meeting of Independent Directors

During the year under review, one meeting of the Independent Directors of the Bank was held on 5th March, 2021. The said meeting was held without the presence of Non-Independent Directors and Executive Directors.

The Independent Directors at the aforementioned meeting discussed the Board Evaluation Report and other matters for FY 2020-21. All the Independent Directors of the Bank attended the same.

Directors' Remuneration

The details of remuneration to the Executive Directors of the Bank for the year ended 31st March, 2021 are, as under:

Particulars	(₹ '000)			
	Mr. Uday Kotak	Mr. Dipak Gupta	Mr. K.V.S Manian	Mr. Gaurang Shah
Basic	-	18,770.00	15,820.20	15,820.20
Allowances	-	3,371.96	2,985.55	2,985.55
Provident Fund	-	2,252.40	1,898.42	1,898.42
Superannuation	-	100.00	100.00	100.00
SARs Payout	-	-	13,877.17	13,877.17
Annual Incentive	15,500.00	15,500.00	7,000.00	7,000.00
Others	-	100.00	100.00	100.00
Number of Stock options granted during the year	-	54720	48030	49530

Notes:

- The amount shown above excludes Gratuity payable and value of car perquisites under the Income Tax Act, 1961.
- Annual Incentive:
For Mr. Uday Kotak and Mr. Dipak Gupta, the Annual Incentive includes an amount of ₹ 8,500,000 for FY 2018-19, approved by the RBI on 6th July, 2020 and ₹ 7,000,000 for FY 2019-20, as approved by RBI on 26th March, 2021.
For Mr. K.V.S. Manian and Mr. Gaurang Shah, the Annual Incentive for FY 2019-20 is the amount paid during this financial year, after receipt of approval from RBI.
- In view of the COVID-19 pandemic, Mr. Uday Kotak had opted to forego his fixed salary and accepted a token salary of Re.1 for the FY 2020 – 21.
- The terms of employment of Whole-time Directors provide for termination by mutual consent or by giving three month notice in writing. In the event of termination of employment, the liability of the Bank shall be limited to providing only the salary, retiral benefits and perquisites as prescribed by the terms of employment for a period of three months from the date of notice.

The details of the options granted during the year under review, under the Kotak Mahindra Equity Option Scheme 2015, to the Directors are, as under:

Name of the Director	Date of Grant	No. of options exercised	Price Granted ₹	Exercise Period	Options Vested	Vesting Date
Series 29/2015 of Kotak Mahindra Equity Option Scheme 2015						
Mr. Dipak Gupta	7 th August, 2020	54,720	1000 per share	26 th March, 2022 to 26 th September, 2022	30%	26 th March, 2022
				30 th November, 2022 to 31 st May, 2023	30%	30 th November, 2022
				30 th June, 2023 to 31 st December, 2023	20%	30 th June, 2023
				31 st December, 2023 to 30 th June, 2024	20%	31 st December, 2023
Mr. Gaurang Shah	7 th August, 2020	49,530	1000 per share	26 th March, 2022 to 26 th September, 2022	30%	26 th March, 2022
				30 th November, 2022 to 31 st May, 2023	30%	30 th November, 2022
				30 th June, 2023 to 31 st December, 2023	20%	30 th June, 2023
				31 st December, 2023 to 30 th June, 2024	20%	31 st December, 2023
Mr. K.V.S. Manian	7 th August, 2020	48,030	1000 per share	26 th March, 2022 to 26 th September, 2022	30%	26 th March, 2022
				30 th November, 2022 to 31 st May, 2023	30%	30 th November, 2022
				30 th June, 2023 to 31 st December, 2023	20%	30 th June, 2023
				31 st December, 2023 to 30 th June, 2024	20%	31 st December, 2023

Note: The above are the only stock options which have been granted during the year by the Bank to any employee at a discount to the prevailing market price on the date prior to the grant date.

Mr. Prakash Apte, Non-Executive Independent Director and Part-time Chairman of the Bank was paid remuneration of ₹ 2,500,000 for the Financial Year ended 31st March, 2021, in accordance with the approval received from RBI.

The RBI has approved the (i) revision in remuneration of Mr. Uday Kotak, Mr. Dipak Gupta, Mr. K.V.S. Manian and Mr. Gaurang Shah for the FY 2020-21 (ii) the Stock options granted (as indicated above) to Mr. Dipak Gupta, Mr. K.V.S. Manian and Mr. Gaurang Shah (iii) the re-appointment of Mr. Prakash Apte as Part-time Chairman of the Bank for a period of three years from 1st January, 2021 to 31st December, 2023 and payment of remuneration of ₹ 2,500,000 to Mr. Prakash Apte for FY 2020-21 and (iv) re-appointment of Mr. Uday Kotak as the Managing Director & CEO of the Bank and Mr. Dipak Gupta as the Joint Managing Director of the Bank for a period from 1st January, 2021 to 31st December, 2023.

The Bank paid sitting fees to the Independent Directors and the Non- Executive Director for attending meetings of the Board and its Committees. Pursuant to RBI guidelines dated 1st June, 2015 on Compensation to Non-Executive Directors of Private Sector Banks and pursuant to the relevant resolution in this regard passed by the Members, Non-Executive Directors, including the Independent Directors, other than the Part-time Chairman, also received profit related commission as per the limits prescribed in the RBI guidelines and the Companies Act, 2013 and as approved by the Members. The Bank will pay Commission for the financial year ended 31st March, 2021 during the financial year ended 31st March, 2022, as approved by the Board at its meeting held on 3rd May, 2021.

The details of Sitting fees and Commission paid to the Non-Executive Directors for the year ended 31st March, 2021 are, as under:

Sr. No.	Name of the Director(s)	₹ '000)	
		Sitting fees (Paid for Financial Year ended 31 st March, 2021)	Commission (Paid for Financial Year ended 31 st March, 2020)
1.	Mr. Prakash Apte	2,900.00	-
2.	Prof. S. Mahendra Dev	2,240.00	1,000.00
3.	Ms. Farida Khambata	1,720.00	1,000.00
4.	Mr. Uday Khanna	2,220.00	1,000.00
5.	Mr. Uday Shankar	1,440.00	1,000.00
6.	Dr. Ashok Gulati	160.00	Not Applicable
7.	Mr. C. Jayaram	2,620.00	1,000.00

Notes:

- Commission refers to Commission for FY 2019 -20, paid out in FY 2020 – 21.
- Prof. S. Mahendra Dev (DIN: 06519869) ceased to be a Director of the Bank, with effect from 14th March, 2021, consequent upon completion of eight years on the Board of the Bank, in accordance with the provisions of Section 10A (2A)(i) of the Banking Regulation Act, 1949 .
- Dr. Ashok Gulati (DIN: 07062601) was appointed as an Additional Director of the Bank and an Independent Director, for a term of five years, with effect from 6th March, 2021, subject to the approval of the Members of the Bank.
- The relevant disclosure with regard to criteria for making payments to Non-Executive Directors is given in the Director's Report.

COMMITTEES OF THE BOARD OF DIRECTORS

Composition, role, meeting details of Board Committees:

The Board has constituted several Board and Non-Board Committees to deal with specific matters and has delegated powers for different functional areas, as required under the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Reserve Bank of India ("RBI"). These Committees monitor the activities falling within their specific terms of reference.

The details of Board Committees are, as under:

Audit Committee

The Audit Committee of the Bank presently consists of four Members, with any three Members, including presence of atleast two Independent Directors, forming the quorum. The composition of this Committee is in line with the provisions of the Act, SEBI Listing Regulations and RBI guidelines / circulars issued from time to time. During the year under review, the Audit Committee was re-constituted, with effect from 15th March, 2021 with the inclusion of Dr. Ashok Gulati as a Member and presently consists of Mr. Uday Khanna (Chairman), Mr. Prakash Apte, Dr. Ashok Gulati and Mr. C. Jayaram. It may be noted that consequent upon the retirement of Prof. S. Mahendra Dev as an Independent Director, he ceased to be a Member of the Committee, with effect from 14th March, 2021.

All the Members of the Committee are Non-Executive Directors and majority of the Members are Independent Directors of the Bank. All the Members of the Committee are financially literate in terms of Regulation 18 of the SEBI Listing Regulations. Mr. Uday Khanna possesses the requisite accounting and financial management expertise.

The Board has adopted an Audit Committee Charter which defines the purpose, composition, roles, responsibilities and duties and powers of the Audit Committee.

A gist of the terms of reference/responsibilities of the Audit Committee of the Bank is, as under:

Documents/Reports Review and Financial Reporting Process:

- Review and update the Charter, considering regulatory requirements, business environment, etc. and place it before the Board of Directors of the Bank for its approval. The frequency of review shall be atleast once every three years.
- Oversight of the Bank's financial reporting process and the disclosure of its financial information to ensure the fair presentation of financial statements in accordance with accounting principles generally accepted in India, applicable regulatory requirements and provisions of the Companies Act, 2013.
- Review the organization's annual financial statements and any reports or other financial information submitted to any regulatory body, or the public, including any certification, report, opinion, or review rendered by the independent auditors or firm of accountants.

- Review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Compliance with accounting standards, selection of accounting policies, significant judgements, estimates and assumptions that affect reported amounts in financial statements.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with regulatory guidelines, Securities and Exchange Board of India and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Approve or ratify transactions of the Bank with related parties and review significant transactions and matters related thereto. Grant of omnibus approval for related party transactions proposed to be entered into by the Bank subject to such conditions as prescribed and as amended from time to time. Related Parties to have the same meaning as provided in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).
 - Modified opinion(s) in the draft audit report.
 - Going concern assumption.
 - Management Discussion and Analysis of financial condition and results of operations.
- Review, with the Management, the quarterly financial statements / results before submission to the Board for approval.
- Reviewing, with Management, the statement of uses / application of funds, wherever necessary, raised through an issue (public issue, right issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public of right issue and making appropriate recommendations to the Board to take up steps in this matter wherever necessary.
- Review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) at least once in a financial year and verify that the systems for internal control pertaining to the same are adequate and are operating effectively.
- Valuation of undertakings or assets of the Bank, wherever it is necessary.
- Review evaluation of internal financial controls and risk management systems.
- Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of dividend declared) and creditors.
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.
- Review reasons for revenue leakage and approve corrective action plan and monitor them at regular interval. Monitor areas of repeat occurrences, if any and ensure immediate actions are taken to prevent such repeat occurrences of revenue leakage.
- Review the financial statements of unlisted subsidiary company/ies and more particularly the investments made by them.
- Review the key audit observations pertaining to the subsidiaries presented to the respective Audit Committee of the Board / Board, as the case may be.
- Reviewing the utilization of loans and / or advances from / investment by the Bank in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
- Review details presented to the Committee, at prescribed frequency, vide RBI circular dated 10th November, 2010 and as updated from time to time.
- Discuss with independent statutory auditors significant issues raised in the Long Form Audit Report and follow up there on.

Independent Statutory Auditors:

- Recommend to the Board of Directors the appointment, re-appointment, replacement and removal of the independent statutory auditors for both domestic and overseas operations, considering independence and effectiveness, terms of appointment, the fees and other compensation to be paid to the independent statutory auditors.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Approve all payments for services rendered to the statutory auditors other than as statutory auditors.
- Review and monitor, auditors' independence performance and effectiveness of audit process.
- Periodically consult with the independent statutory auditors in the absence of Management about internal controls and fair presentation of financial statements in accordance with accounting principles generally accepted in India, applicable regulatory requirements.
- Discuss with the independent statutory auditors before commencement of the audit the nature and scope of the audit.
- Discuss and ascertain from the independent statutory auditors post the completion of the audit, areas of concern, if any.
- Review management letters / letters of internal control weaknesses issued by the statutory auditors.
- Provide a right to be heard to the independent statutory auditors and the key management personnel in the meetings of the Audit Committee.

Internal Audit Department:

- Approve appointment, re-appointment, replacement and removal of the Concurrent auditors and outsourced internal auditors and the fees and other compensation to be paid to them.
- Review with Management, performance of internal auditors and adequacy of the internal control systems.
- Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit including Information Systems Audit.
- Discuss with internal auditors any significant findings and follow up there on.
- Review the internal audit reports relating to internal control weaknesses.
- Review the findings of any internal investigations by the internal auditors / vigilance department into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board of Directors.
- Approve, review and monitor the Risk Based Internal Audit Plan each year.
- Review appointment, removal and performance of Head – Internal Audit and detailed organization structure.

Whistleblowing/ Vigil mechanism:

- The Committee shall review the Bank's mechanism for its directors, employees and vendors to raise genuine concerns; whether it provides adequate safeguards against victimization of persons who use such mechanism and provides for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.
- Review Statement of deviations, if any:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32 (1) of SEBI Listing Regulations.
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

Inspections conducted by regulators:

- Read the audit inspection reports of the inspection team of Reserve Bank of India or any other regulator, approve action plans for corrective actions to be taken and monitor compliance thereof.

Risk Management:

- Review the implementation and effectiveness of the financial and Risk Management policies and process and highlight any gaps observed to the Board of Directors.

Process Improvement:

- Establish a process of reporting by the Management or Independent Statutory Auditor, as the case may be, to the Audit Committee with regard to any significant judgment made in preparation of the Financial Statements along with their views on appropriateness of such judgments.
- Following completion of the annual audit and internal audit plan, review separately with each of management, the independent statutory auditors and the internal auditing department any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- Review any significant disagreement among management and the independent statutory auditors in connection with the preparation of the financial statements.
- Review any significant disagreement among management and the internal audit department in connection with the observations made in the internal audit report.
- Review with Management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented.
- Perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

The Bank has constituted a First Tier Audit Committee ("FTAC") as per the guidelines issued by the RBI. The Committee presently consists of four Members viz., Mr. Dipak Gupta (Chairman), Mr. Jaimin Bhatt – Group President & Group Chief Financial Officer, Mr. T.V. Sudhakar, President and Head Compliance and Mr. Devang Gheewalla, President and Chief of Operations. Where the internal audit report pertains to specific businesses, the specific business head also attends the meeting. The Committee screens the matters entrusted to the Audit Committee and also the routine matters such as overseeing the programme of inspections and compliance of inspection reports so as not to burden the Audit Committee with matters of detail. During the year, 22 meetings of the FTAC were held. The Committee meets for approximately four hours.

Internal Audit framework:

Internal Audit Department ("IAD") in the Bank is an independent function reporting into the Audit Committee of the Bank. The Head of Internal Audit functionally reports to the Chairman of the Audit Committee to ensure independence of operations. It is governed by the Internal Audit Policy approved by the Board of Directors of the Bank. The said Policy defines the Independence, Reporting, Authority, Accountability and functional responsibility.

IAD has full access to the organization's records, personnel and activities to review, assess the effectiveness of risk management, controls, governance and operations for objective and constructive recommendations for improvement.

IAD comprises 200 members located at five locations across India, majority of whom are Chartered Accountants, Certified Internal Auditors, Certified Information System Auditors and experienced Bankers. Internal Audit team members regularly attend audit related workshops, conferences and training on specialized topics within the banking industry. The team members are encouraged and supported for acquiring additional skillsets / certifications of topical relevance.

The Company Secretary acts as the Secretary to the Committee. Besides the Members of the Committee, meetings of the Audit Committee are generally attended by the Managing Director & CEO, the Joint Managing Director, the Group President & Group Chief Financial Officer, Company Secretary, the Statutory Auditors and the Head-Internal Audit. Further, meetings of the Audit Committee for considering Financials for the quarter and year end, are attended by the other Directors as Invitees.

Mr. Khanna, Chairman of the Audit Committee, was present at the last Annual General Meeting ("AGM") to answer the queries of the Members. The Members of the Audit Committee meet the Statutory Auditors independently at least once a year.

During the year, nine meetings of the Committee were held on 13th May, 2020, 27th July, 2020, 19/20th August, 2020, 26th October, 2020, 20th November, 2020, 25th January, 2021, 22nd February, 2021, 25th February, 2021 and 19th March, 2021. The average time taken at the Committee meeting is approximately three and half-hours. The maximum time gap between any two meetings was not more than 80 days. The Board has accepted all the recommendations made by the Audit Committee during the financial year.

Stakeholders Relationship Committee

During the year under review, the Stakeholders Relationship Committee of the Bank was re-constituted, with effect from 15th March, 2021 by the inclusion of Ms. Farida Khambata and presently consists of four Members, Ms. Farida Khambata (Chairperson), Mr. C. Jayaram, Mr. Uday Kotak and Mr. Dipak Gupta, with any three Members including the presence of atleast one Independent Director, forming the quorum. It may be noted that consequent upon the retirement of Prof. S. Mahendra Dev as an Independent Director, he ceased to be a Member of the Committee, with effect from 14th March, 2021. The constitution and composition of the Committee is in accordance with the provisions of Regulation 20 of the SEBI Listing Regulations and the criteria specified by the Reserve Bank of India. The Company Secretary acts as the Secretary of the Committee.

The terms of reference of the Stakeholders Relationship Committee of the Bank, *inter alia*, includes the following:

- To resolve grievances of security holders.
- To review measures for effective exercise of voting rights by shareholders.
- To review adherence to service standards adopted by listed entity for services rendered by the Registrar & Transfer Agent.
- To review measures and initiatives taken for reducing quantum of unclaimed dividend and ensuring timely receipt of dividend / annual report / statutory notices.

The Company Secretary of the Bank functions as the Compliance Officer and also acts as the Secretary to the Committee. Prof. S. Mahendra Dev (the then Chairperson of the Committee) was present at the last AGM to answer the queries of the Members.

During the year, two meetings of the Committee were held on 7th July, 2020 and 18th January, 2021. The Committee meets for approximately half an hour.

During the year under review, 35 investor complaints were received and 6 complaints were pending as on 31st March, 2021. The pending investor complaints were resolved as on 30th April, 2021 to the satisfaction of the Members. As on 31st March, 2021, there were no instruments of transfer of shares, pending. No penalties or strictures were imposed on the Bank by any of the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority on any matter related to capital markets, during the last three years.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Bank presently consists of three Members viz. Ms. Farida Khambata (Chairperson), Mr. Prakash Apte and Mr. C. Jayaram, with presence of all the three Members forming the quorum.

A brief description of the terms of reference of the Committee is, as under:

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- While formulating the policy ensure that:
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

- To recommend to the Board remuneration (in whatever form payable) to senior management.
The Company Secretary acts as the Secretary to the Committee. Ms. Farida Khambata was present at the last AGM to answer the queries of the Members.
During the year, seven meetings of the Committee were held on 7th May, 2020, 25th July, 2020, 7th August, 2020, 17th September, 2020, 30th November, 2020, 17th February, 2021 and 5th March, 2021. The Committee meets for approximately one hour.

The details of the performance evaluation criteria for Independent Directors of the Bank have been mentioned in the Directors Report. Further, the Bank has a Remuneration policy in place, the details of which have been mentioned in the Directors' Report.

Share Transfer and Other Matters ("STOM") Committee

The STOM Committee of the Bank was reconstituted, with effect from 15th April, 2021, with the induction of Mr. Gaurang Shah as a Member and presently consists of Mr. Uday Kotak (Chairman), Mr. Dipak Gupta, Mr. K.V.S. Manian and Mr. Gaurang Shah, with any three Members forming the quorum.

The terms of reference of the STOM Committee are, as under:

- To approve transfer, transmission, transposition, name deletion, consolidation and splitting of share and debenture certificates of the Bank.
- To issue duplicate share/debenture certificates.
- To apply for registration of the Bank with various authorities of any State or Centre including GST tax authorities, income tax authorities, shops & establishment authorities and to do or perform all matters relating to such matters.
- To apply, in the name of and for the Bank, for telephone, telex, fax and other telecommunication and electrical/electronic connections and to do all matters relating to such applications.
- To open, operate and close Bank Accounts of the Bank and change the operating instructions of existing Bank Accounts of the Company.
- To authorise persons to sign on behalf of the Bank, Share Certificates, Share Allotment Letters, Fixed Deposit Receipts.
- To authorise persons to represent the Bank at General Meetings of any company or cooperative society of which the Company is a shareholder/member.
- To fix the dates for closure of the Bank's Register of Members and Debenture holders and Transfer Books of Shares or Debentures and/or fixing Record Dates, in consultation with the Stock Exchanges.
- To authorise the opening of Securities General Ledger Account or any other account with any scheduled banks or with any department of the Reserve Bank of India.
- To authorise persons to execute Loan Agreements, Demand Promissory Notes and any other documents as may be necessary for lending out of any line of credit sanctioned to the Bank.
- To authorise officials of the Bank to sign documents for registration of motor vehicles and to do all acts and things for the transfer of any such motor vehicles.
- To authorise employee(s) or others to execute, for and on behalf of the Bank, agreements, applications, deeds, documents and any other writings in connection with the business of the Bank and, if required, to issue Power of Attorney in favour of such persons for the purpose.
- To authorise employee(s) or others to represent the Bank before any Court, Tribunal, Consumer Redressal Forum or any Statutory or other Authority on any matter relating to the operations of the Bank or with which the Bank is in any way connected or to represent the Bank generally or for any specific purpose or purposes and, if required, issue Power of Attorney in favour of such persons for the purpose.
- To appoint or change nominees to hold shares for and on behalf of the Bank in any subsidiary/associate companies.
- To grant permission and authorise incorporation of companies, with a prefix "Kotak Mahindra" before the name.
- To authorise the use of the Common Seal of the Bank and to appoint persons to sign/countersign documents, etc. on which the Common Seal is to be affixed.
- To approve appointment of any employee /Director of the Bank or any other person as a nominee on the Board of other companies under certain circumstances to protect the interest of the Bank's exposures / investments in such companies.
- To approve appointment of any employee of the Bank as a part-time employee of any other company under certain circumstances to protect the interest of the Bank's exposures / investments in such companies.
- To approve appointment of any employee /Director of the Bank or any other person as an appointee on the Board of other companies (including Section 8 companies) LLPs, firms, if so invited.
- To carry out the following activities in respect of equity shares of erstwhile ING Vysya Bank Ltd. being rights shares held in abeyance for various reasons :
 - Allotment of shares in respect of rights shares held in abeyance and bonus entitlement thereon, after the resolution of the Court case, transmission, dispute etc. as the case may be and upon receipt of application money and other necessary documents.
 - Authorize officials of the Bank to take necessary action for credit of shares to the demat account of the concerned shareholder(s) or issue of physical share certificates as the case may be.
 - Authorize officials of the Bank to make the necessary applications to the Stock Exchanges for listing and trading of the shares so allotted, file the various regulatory returns and refund the excess share application money received, if any.
- To authorise employee(s) to delegate authority to any other employee(s) or others in respect of any of the matters stated herein subject to it being permissible under applicable law.

During the year, one meeting of the Committee was held on 31st March, 2021. The Committee met for approximately fifteen minutes. The Committee also passes resolutions by circulation on a need basis. During the year, 29 resolutions were passed by circulation.

Special Committee of the Board for monitoring and follow up of Frauds (earlier known as the Committee on Frauds)

Pursuant to the directives of the RBI, the Bank has constituted a Special Committee of the Board for monitoring and follow-up of Frauds (earlier known as the Committee on Frauds) for exclusive monitoring and reviewing all the frauds involving amounts of ₹ 1 crore and above. The Committee presently consists of five Members, Mr. Uday Kotak (Chairman), Mr. Dipak Gupta, Mr. Prakash Apte, Mr. Uday Khanna and Mr. C. Jayaram, with any three including the presence of at least one Independent Director, forming the quorum. Mr. Uday Kotak was designated as the Chairman of the Committee, effective 15th March, 2021.

During the year under review, the Committee on Fraud was re-named as the Special Committee of the Board for Monitoring and Follow-up of Frauds ("SCBF"), in line with the circular dated 14th January, 2004 issued by RBI on "Monitoring of large value frauds by the Board of Directors" read with Master Directions on Frauds issued by RBI on 1st July, 2016.

The objectives of the Committee are to identify systemic lacunae, if any, that may have facilitated perpetration of fraud and put in place measures to plug the same; identify the reasons for delays, if any, in detection, as well as in reporting to top Management of the bank and RBI; monitor progress of investigations by law enforcement authorities, and recovery position; ensure that staff accountability is examined at all levels and disciplinary actions are taken timely; and review the efficacy of the remedial actions taken to prevent recurrence of frauds.

During the year, five meetings of the Committee were held on 5th May, 2020, 14th August, 2020, 15th January, 2021, 24th February, 2021 and 26th March, 2021. The Committee meets for approximately two hours.

Customer Services Committee

The Bank has, pursuant to the directives issued by the RBI, constituted a Customer Services Committee. During the year under review, the Committee was reconstituted, with effect from 15th March, 2021, with the inclusion of Mr. Uday Shankar as Chairman and presently consists of four Members viz. Mr. Uday Shankar (Chairman), Mr. Uday Kotak, Mr. Dipak Gupta and Mr. K.V.S. Manian, with any three Members including the presence of at least one Independent Director, forming the quorum. It may be noted that consequent upon the retirement of Prof. S. Mahendra Dev as an Independent Director, he ceased to be a Member of the Committee, with effect from 14th March, 2021.

The Committee has been constituted to bring about ongoing improvements in the quality of customer services provided by the Bank. The Committee would also oversee the functioning of the Customer Service Standing Committee, compliance with the recommendations of the Committee on Procedures and Performance Audit and Public Services and also mount innovative measures for enhancing the quality of customer service and improving the level of customer satisfaction for all categories of cliental, at all times.

During the year, four meetings of the Committee were held on 7th July, 2020, 2nd September, 2020, 18th January, 2021 and 30th March, 2021. The Committee meets for approximately thirty minutes.

Corporate Social Responsibility Committee

The Bank has constituted a Corporate Social Responsibility Committee pursuant to the provisions of the Act. During the year under review, the Committee was reconstituted, with effect from 15th March, 2021 with the induction of Mr. Prakash Apte as Chairman and presently consists of three Members viz. Mr. Prakash Apte (Chairman), Mr. C. Jayaram, and Mr. Dipak Gupta, with all the three Members forming the quorum. It may be noted that consequent upon the retirement of Prof. S. Mahendra Dev as an Independent Director, he ceased to be a Member of the Committee, with effect from 14th March, 2021. The Committee has been constituted to:

- Formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the Bank, as laid down in Schedule VII to the Act.
- Recommend the amount of expenditure to be incurred on the CSR activities.
- Monitor Bank's CSR Policy and implementation of CSR projects undertaken from time to time.

During the year, one meeting of the Committee was held on 12th February, 2021. The Committee met for approximately two hours.

The details of the CSR activities of the Bank have been included in the Annexure to the Directors' Report.

Management Committee

The Bank has constituted a Management Committee which presently consists of four Members viz. Mr. Uday Kotak, Mr. Dipak Gupta, Mr. K.V.S Manian and Mr. Gaurang Shah, with any three Members forming quorum.

The Management Committee was constituted to bring operational flexibility in processing of credit proposals and also to discharge other responsibilities prescribed in different directives of the RBI, including periodical calendar of reviews.

During the year, one meeting of the Committee was held on 31st March, 2021. The Committee met for approximately fifteen minutes.

Risk Management Committee

During the year under review, the Committee was reconstituted as a Board Committee, with effect from 15th March, 2021 and presently consists of four Members viz. Mr. Prakash Apte (Chairman), Mr. Uday Kotak, Mr. Dipak Gupta and Mr. Gaurang Shah with any three Members, including the presence of one Independent Director, forming quorum. It may be noted that Mr. Paul Parambi, the Chief Risk Officer, ceased to be a Member of the Committee, with effect from 15th March, 2021. The terms of reference of the Committee are, as under:

- To identify, monitor and measure the risk profile of the Bank.
- Develop policies and procedures.
- Verify models that are used for preparing complex products.

- Review models as development takes place in the markets and also identify new risks.
- Monitor compliance of various risk parameters by operating departments.
- Design stress scenarios to measure the impact of unusual market conditions and monitor variance between actual volatility of portfolio value and that predicted by risk measures.
- To ensure that the Bank's credit exposure to any one group or industry does not exceed the internally set limits and that the risk is prudently diversified and to specifically include cyber security.

During the year, five meetings of the Committee were held on 26th June, 2020, 30th September, 2020, 14th August, 2020, 3rd March, 2021 and 25th March, 2021. The Committee meets approximately for an hour.

Group Risk Management Committee

During the year under review, the Committee was constituted on 30th November, 2020 and re-constituted as a Board Committee, with effect from 15th March, 2021. The Committee presently consists of five Members viz. Mr. Prakash Apte (Chairman), Mr. Uday Khanna, Mr. Uday Kotak, Mr. Dipak Gupta and Mr. Gaurang Shah with any three Members, including the presence of one Independent Director, forming the quorum. It may be noted that Mr. Paul Parambi, Chief Risk Officer, ceased to be a Member of the Committee, with effect from 15th March, 2021. The terms of reference of the Committee are primarily to look after:

- Issues relating to the Group from risk perspective.
- Group risk appetite.
- Analyse the material risks to which the Group, its businesses and subsidiaries would be exposed. It would discuss all risk strategies, both at an aggregated level and by type of risk and make recommendations to the Board in accordance with the Group's overall risk appetite.
- Identify potential intra-group conflicts of interest.
- Assess whether there were effective systems in place to facilitate exchange of information for effective risk oversight of the Group.
- Carry out periodic independent formal review of the Group structure and internal controls.
- Articulate the leverage of the Group and monitor the same.

During the year, one meeting of the Committee was held on 25th March, 2021. The Committee meets approximately for an hour.

Committee on Derivative Products

During the year under review, the Bank constituted the Committee on Derivative Products on 30th November, 2020. The Committee was re-constituted on 15th April, 2021, with the induction of Mr. Gaurang Shah as a Member and presently consists of three Members viz. Mr. Dipak Gupta (Chairman), Mr. K.V.S Manian and Mr. Gaurang Shah, with all three Members forming the quorum. The Committee has been constituted to examine the new product proposals, various parameters and their comprehensive evaluation, before being offered to its customers.

During the year, two meetings of the Committee were held on 16th December, 2020 and 23rd March, 2021. The Committee meets for approximately one hour.

ESOP Allotment Committee

The Committee was re-constituted on 15th April, 2021 with the induction of Mr. Gaurang Shah as a Member and currently consists of four Members, viz. Mr. Uday Kotak (Chairman), Mr. Dipak Gupta, Mr. C. Jayaram and Mr. Gaurang Shah, with any three Members forming the quorum. The Committee has been constituted to allot shares arising out of the options exercised in accordance with the terms and conditions of the various ESOP Schemes of the Bank.

During the year, eleven meetings of the Committee were held on 14th May, 2020, 6th July, 2020, 10th August, 2020, 8th September, 2020, 5th October, 2020, 13th November, 2020, 16th December, 2020, 30th December, 2020, 20th January, 2021, 26th February, 2021 and 30th March, 2021. The Committee meets for half an hour.

Review Committee for classification and declaration of borrowers as willful defaulters

During the year under review, the Committee was reconstituted, with effect from 15th March, 2021 with the induction of Mr. C. Jayaram and presently consists of three Members viz. Mr. Uday Kotak (Chairman), Mr. Prakash Apte and Mr. C. Jayaram, with all three Members forming the quorum. It may be noted that consequent upon the retirement of Prof. S. Mahendra Dev as an Independent Director, he ceased to be a Member of the Committee, with effect from 14th March, 2021. The Committee was constituted to hear the grievance of the borrowers who represent that they have been wrongly classified as willful defaulters.

During the year, two meetings of the Committee were held on 20th July, 2020 and 12th January, 2021. The Committee met for approximately half an hour.

Attendance at the Board Committee meetings held during FY 2020-21:

The details of the meetings attended by the Members of the respective Committees are, as under:

Name of Director	Name of the Board Committees												
	Audit Committee	Stakeholders Relationship Committee	Nomination and Remuneration Committee	Share Transfer and Other Matters Committee	Special Committee of the Board for monitoring and follow up of frauds	Customer Services Committee	Corporate Social Responsibility Committee	Management Committee	Risk Management Committee	Group Risk Management Committee	Committee on Derivative Products	ESOP Committee	Review committee for classification and declaration of borrowers as willful defaulters
Mr. Prakash Apte	9/9	-	7/7	-	5/5	-	0/0	-	5/5	1/1	-	-	2/2
Prof. S. Mahendra Dev	8/8	2/2	-	-	-	3/3	1/1	-	-	-	-	-	2/2
Ms. Farida Khambata	-	0/0	7/7	-	-	-	-	-	-	-	-	-	-
Mr. Uday Khanna	9/9	-	-	-	5/5	-	-	-	-	1/1	-	-	-
Mr. Uday Shankar	-	-	-	-	-	1/1	-	-	-	-	-	-	-
Dr. Ashok Gulati	1/1	-	-	-	-	-	-	-	-	-	-	-	-
Mr. C. Jayaram	1/1	2/2	7/7	-	5/5	-	1/1	-	-	-	-	11/11	0/0
Mr. Uday Kotak	-	2/2	-	1/1	5/5	4/4	-	1/1	5/5	1/1	-	11/11	2/2
Mr. Dipak Gupta	-	2/2	-	1/1	5/5	4/4	1/1	1/1	5/5	1/1	2/2	11/11	-
Mr. K.V.S. Manian	-	-	-	0/0	-	4/4	-	1/1	-	-	2/2	-	-
Mr. Gaurang Shah	-	-	-	1/1	-	-	-	1/1	5/5	1/1	0/0	0/0	-

Notes:

- The above table shows the number of meetings attended against the number of meetings held during tenure as member.
- In view of the lock down in the country to combat COVID -19 pandemic and relaxation given by the Ministry of Corporate Affairs vide Notifications dated 19th March, 2020 and 24th March, 2020, as extended from time to time, all the meetings were held through Video Conferencing via the Zoom Video Conferencing facility.
- Prof. S. Mahendra Dev (DIN: 06519869) ceased to be a Director of the Bank, with effect from 14th March, 2021, consequent upon completion of eight years on the Board of the Bank, in accordance with the provisions of Section 10A (2A)(i) of the Banking Regulation Act, 1949.
- Dr. Ashok Gulati (DIN: 07062601) was appointed as an Additional Director of the Bank and an Independent Director, for a term of five years, with effect from 6th March, 2021, subject to the approval of the Members of the Bank.
- Risk Management Committee and Group Risk Management Committee were re-constituted as Board Committees effective 15th March, 2021.
- All the recommendations made by the Committees of the Board mandatorily required to be constituted by the Bank under the Act, the SEBI Listing Regulations and various mandates issued by RBI, from time to time, were accepted by the Board.

Code of Conduct:

The Bank has adopted the Codes of Conduct which are applicable to the Board of Directors and Senior Management Personnel, respectively.

The amendments to both the Codes of Conduct were reviewed and approved by the Board of Directors of the Bank and both the Codes of Conduct have been posted on the website of the Bank viz URL: <https://www.kotak.com/en/investor-relations/governance/policies.html>

All the Directors of the Board and Senior Management Personnel of the Bank have affirmed compliance with these respective Codes. A declaration signed by the Managing Director & CEO to this effect is given at the end of this Report.

Familiarisation programme for Independent Directors:

The Bank believes in familiarizing the Independent Directors with the nature of the industry in which the Bank operates, business model and other important matters relating to the Bank's business through induction programmes at the time of their appointment.

Further, the Directors of the Bank attended the following programs:

- Program on Artificial Intelligence and Machine Learning, session handled by a team from Amazon.
- Program for Non-Executive Directors on the Boards of Banks and Financial Institutions organised by the Centre for Advanced Financial Research and Learning.
- Cyber Security Awareness session by KPMG Assurance and Consulting Services LLP.

The complete details of the familiarization programs conducted for the Directors of the Bank are available on the Bank's website viz. URL: <https://www.kotak.com/en/investor-relations/governance/familiarisation-programme.html>

Induction programme for new Directors:

Presentations are made to a new Director on various matters such as Organization Structure, Businesses of the Bank namely Consumer Finance, Corporate Finance, Human Resources, Compliance, Risk Management, Treasury, Information Technology and Cyber Security, etc of the Bank as also the subsidiary companies.

FEES PAID TO THE STATUTORY AUDITORS

The Statement of Profit and Loss Account of the Bank and its subsidiaries include the following fees paid / payable to their respective Statutory Auditors of the Bank and its subsidiaries:

(₹ in crore)

Entity Name	Auditor's Name	Statutory / Audit Fees	Other Matters	Total
Kotak Mahindra Bank Limited*	M/s. Walker Chandiok & Co LLP	2.14	0.34	2.48
Kotak Mahindra Bank Limited (Overseas Branch and Representative Office)	M/s. Grant Thornton UAE	0.12	0.02	0.14
Kotak Mahindra Capital Company Limited	M/s. Deloitte Haskins & Sells LLP	0.18	-	0.18
Kotak Investment Advisors Limited	M/s. Price Waterhouse LLP	0.26	-	0.26
Kotak Mahindra, Inc.	M/s. Citrin Cooperman & Company, LLP	0.23	-	0.23
Kotak Mahindra (International) Limited	M/s. Ernst & Young Mauritius	0.22	-	0.22
Kotak Securities Limited	M/s. Deloitte Haskins & Sells LLP	1.10	-	1.10
Kotak Mahindra Prime Limited	M/s. Price Waterhouse, Chartered Accountants LLP	0.85	0.79	1.64
Kotak Mahindra Asset Management Company Limited	M/s. Price Waterhouse, Chartered Accountants LLP	0.23	-	0.23
Kotak Mahindra Trustee Company Limited	M/s. V. C. Shah & Co	0.03	-	0.03
Kotak Mahindra Investments Limited	M/s. Price Waterhouse Chartered Accountants LLP	0.45	0.03	0.48
Kotak Mahindra Pension Fund Limited	M/s. Gokhale & Sathe	0.02	-	0.02
Kotak Infrastructure Debt Fund Limited	M/s. S. R. Batliboi & Associates LLP	0.08	0.01	0.09
Kotak Mahindra Trusteeship Services Limited	M/s. Deloitte Haskins & Sells LLP	0.04	-	0.04
Kotak Mahindra Life Insurance Company Limited	M/s. S.R. Batliboi & Associates LLP Haribhakti & Co. LLP	0.80	0.13	0.93
Kotak Mahindra (UK) Limited	M/s. Ernst and Young LLP	0.94	0.01	0.95
Kotak Mahindra Financial Services Limited	M/s. Ernst & Young Middle East	0.07	0.01	0.08
Kotak Mahindra General Insurance Company Limited	M/s. V.C.Shah & Co. MSKA & Associates	0.31	0.03	0.34
IVY Product Intermediaries Limited	M/s. V. C. Shah & Co	0.01	-	0.01
Kotak Mahindra Asset Management (Singapore) PTE. Limited	M/s. Ernst & Young LLP	0.34	-	0.34
BSS Microfinance Limited	M/s. Deloitte Haskins & Sells LLP	0.12	0.01	0.13
Total		8.54	1.38	9.92

* Excludes fees paid for audit of overseas branch which is done by non-network firm. Audit fee of ₹ 0.24 crore is subject to the approval of the Members, at the AGM. Audit fee does not include ₹ 0.72 crore paid towards QIP issuance, which has been adjusted against Securities Premium Account.

The Consolidated Statement of Profit and Loss Account includes fees paid to Statutory Auditors of the Bank and their network firms, as under:

₹ in crore

Entity	Name of the Firm	Total Fees
Kotak Mahindra Bank Limited	Walker Chandiok & Co LLP	2.48
	Total	2.48

An additional Audit fee of ₹ 0.24 crore is subject to the approval of the Members, at the AGM. Audit fees does not include ₹ 0.72 crore paid towards QIP issuance, which has been adjusted against Securities Premium Account.

SHAREHOLDER RELATED INFORMATION

General Meetings

During the last three years, the General Meetings of the Equity Shareholders held are, as detailed below:

General Meetings	Day, Date and Time	Special Resolutions / Resolutions with requisite majority passed thereat
Thirty Fifth Annual General Meeting	Tuesday, 18 th August, 2020, 3.00 p.m. IST through Video Conferencing, deemed to be held at Registered office of the Bank at 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	<ul style="list-style-type: none"> i. Special Resolution for re-appointment of Mr. Prakash Apte as Part-time Chairman of the Bank for a period of three years from 1st January, 2021 to 31st December, 2023. ii. Special Resolution to issue Unsecured, Perpetual and/or Redeemable Non-Convertible Debentures/ Bonds for an amount up to ₹ 5000 crore.
Thirty Fourth Annual General Meeting	Monday, 22 nd July, 2019, 10.00 a.m. at Walchand Hirachand Hall of the Indian Merchants Chamber, 4 th Floor, Churchgate, Mumbai - 400 020	<ul style="list-style-type: none"> i. Special Resolution for re-appointment of Mr. Prakash Apte as an Independent Director of the Bank for a second term from 18th March, 2019 to 17th March, 2024. ii. Special Resolution for re-appointment of Ms. Farida Khambata as an Independent Director of the Bank for a second term from 7th September, 2019 to 6th September, 2022. iii. Special Resolution to issue Unsecured, Perpetual and/ or Redeemable Non-Convertible Debentures/ Bonds for an amount up to ₹ 5000 crore.
Thirty Third Annual General Meeting	Thursday, 19 th July, 2018 at 4.00 p.m. at Walchand Hirachand Hall, Indian Merchants Chamber, 4 th Floor Churchgate, Mumbai-400020	<ul style="list-style-type: none"> i. Special Resolution for appointment of Mr. Prakash Apte as Part-time Chairman of the Bank from 20th July, 2018 till 31st December, 2020. ii. Special Resolution to issue Unsecured, Perpetual and/ or Redeemable Non-Convertible Debentures/ Bonds for an amount up to ₹ 5000 crore. iii. Special Resolution for alteration of Article 11 of the Articles of Association of the Bank enabling issue of preference shares in accordance with and subject to the provisions of the Companies Act, 2013, Banking Regulation Act, 1949, guidelines issued by the Reserve Bank of India and applicable laws. iv. Special Resolution to raise funds by way of non-convertible preference shares for an amount not exceeding ₹ 500 crore, by way of private placement.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 (“Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Bank has been providing remote e-voting facility to its Members to enable them to cast their votes by electronic means on all resolutions.

Postal Ballot

The following Resolutions were passed through postal ballot during the last financial year:

- The Board of Directors, at its meeting held on 22nd April, 2020, had approved the issuance of up to 6,50,00,000 (Six Crore and Fifty Lakh) Equity Shares, in one or more tranches, through a private placement, follow-on public offering (“FPO”), Qualified Institutions Placement (“QIP”) or combination thereof. Further, in accordance with the General Circular No. 14/ 2020 dated 8th April, 2020 and the General Circular No. 17/ 2020 dated 13th April, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder on account of the threat posed by COVID-19” issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), the approval of the Members of the Bank for issuance of the above Equity Shares was obtained through postal ballot (only through the remote e-voting process).

Further, 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 Bank had extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form.

The Board had appointed Ms. Rupal D. Jhaveri, Practicing Company Secretary as the Scrutinizer and Ms. Sadhana Yadav, Practicing Company Secretary & Partner in RJSY & Associates, as an Alternate Scrutinizer to Ms. Rupal D. Jhaveri, as the Scrutinizer for conducting the meeting only through the electronic voting process, in a fair and transparent manner.

Further, the Bank had engaged the services of KFin Technologies Private Limited (“KFin”) for providing remote e-voting facilities to the Members, enabling them to cast their vote in a secure manner.

The Notice of Postal Ballot dated 22nd April, 2020 along with Explanatory Statement and remote e-voting instructions were sent to all the Members in electronic form only on Thursday, 23rd April, 2020 for recording their assent or dissent through electronic means. The voting period commenced from Saturday, 25th April, 2020 (9:00 a.m. onwards) and ended on Sunday, 24th May, 2020 (5:00 p.m.). Voting rights of Members were reckoned in proportion to their shares of the paid-up Equity Share Capital of the Bank as on Friday, 17th April, 2020.

The Scrutinizer had submitted her report dated 25th May, 2020 on postal ballot (through remote e-voting process). The details of the voting pattern are, given below:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,464,964	568,061,468	-	-	-	-	-
	Less: Not considered pursuant to letters dated 29 th January 2020 and 18 th February 2020 of the Reserve Bank of India.	284,850,555	280,447,059					
	Votes Considered	287,614,409	287,614,409	100.0000	287,614,409	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		287,614,409	100.0000	287,614,409	0	100.0000	0.0000
Public-Institutions	E-Voting	998,655,550	925,516,239	92.6762	925,516,239	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		925,516,239	92.6762	925,516,239	0	100.0000	0.0000
Public- Non Institutions	E-Voting	341,917,824	160,743,241					
	Less : IEPF shares not considered for voting	3,171,393	0					
	Votes Considered	338,746,431	160,731,576	47.4489	160,712,423	19153	99.9881	0.0119
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		160,731,576	47.4489	160,712,423	19,153	99.9881	0.0119
Total		1,625,016,390	1,373,862,224	84.5445	1,373,843,071	19,153	99.9986	0.0014

Accordingly, the Special Resolution, as set out in the Postal Ballot Notice dated 22nd April, 2020 was passed with Requisite Majority.

2. The Board of Directors of the Bank had, vide Resolution passed by circulation on 14th February, 2021, approved and recommended the following Resolutions for approval of the Members of the Bank:
 - i. Approval for Material Related Party Transactions with Infina Finance Private Limited; and
 - ii. Approval for Material Related Party Transactions with Mr. Uday Suresh Kotak

Further, in accordance with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular dated 22/2020 dated 15th June, 2020 and General Circular No. 39/2020 dated 31st December, 2020, as amended from time to time, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Act and the Rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the approval of the Members of the Bank for aforementioned resolutions was obtained through postal ballot (only through the remote e-voting process).

Further, 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 Bank had extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form.

The Board had, vide resolution passed by circulation on 14th February, 2021, appointed Ms. Rupal D. Jhaveri, Practicing Company Secretary as the Scrutinizer and Ms. Sadhana Yadav, Practicing Company Secretary & Partner in RJSY & Associates, as an Alternate Scrutinizer to Ms. Rupal D. Jhaveri, as the Scrutinizer for conducting the meeting only through the electronic voting process, in a fair and transparent manner.

Further, the Bank had engaged the services of KFin Technologies Private Limited ("KFin") for providing remote e-voting facilities to the Members, enabling them to cast their vote in a secure manner.

The Notice of Postal Ballot dated 15th February, 2021 along with Explanatory Statement and remote e-voting instructions were sent to all the Members in electronic form only on Saturday, 20th February, 2021 for recording their assent or dissent through electronic means. The voting period commenced from Monday, 22nd February, 2021 (9:00 a.m. onwards) and ended on Tuesday, 23rd March, 2021 (5:00 p.m.). Voting rights of Members were reckoned in proportion to their shares of the paid-up Equity Share Capital of the Bank as on Friday, 12th February, 2021.

The Scrutinizer had submitted her report dated 24th March, 2021 on postal ballot (through remote e-voting process). Accordingly, both the Ordinary Resolutions, as set out in the Postal Ballot Notice dated 15th February, 2021, were passed with requisite majority. The details of the voting pattern are, given below:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 1								
Resolution required: (Ordinary/ Special) ORDINARY - Approval for Material Related Party Transactions with Infina Finance Private Limited								
Whether promoter/ promoter group are interested in the agenda /resolution Mr. Suresh Kotak, father of Mr. Uday Kotak, Managing Director & CEO, Promoter and a Key Managerial Personnel of the Bank is a Director on the Board of Infina Finance Private Limited ("Infina"). Accordingly, Mr. Uday Kotak and his relatives may be deemed to be concerned or interested in the Resolution contained at Item No. 1								
Promoter and Promoter Group	E-Voting	515,593,264	1,052,868	0.2042	1,052,868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,052,868	0.2042	1,052,868	0	100.0000	0.0000
Public- Institutions	E-Voting	1,142,403,975	1,076,370,151	94.2197	1,076,370,151	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,076,370,151	94.2197	1,076,370,151	0	100.0000	0.0000
Public- Non Institutions	E-Voting	322,992,097	142,670,294					
	Less : IEPF shares not considered for voting	3,264,006	0					
	Votes Considered	319,728,091	142,670,294	44.6224	142,661,263	9031	99.9937	0.0063
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		142,670,294	44.6224	142,661,263	9,031	99.9937	0.0063
	Total	1,977,725,330	1,220,093,313	61.6917	1,220,084,282	9,031	99.9993	0.0007

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 2								
Resolution required: (Ordinary/ Special) ORDINARY - Approval for Material Related Party Transactions with Mr. Uday Suresh Kotak.								
Whether promoter/ promoter group are interested in the agenda /resolution Mr. Uday Kotak is the Managing Director & CEO, Promoter and a Key Managerial Personnel of the Bank. Accordingly, he and his relatives may be deemed to be concerned or interested in the Resolution contained at Item No. 2.								
Promoter and Promoter Group	E-Voting	515,593,264	1,052,868	0.2042	1,052,868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,052,868	0.2042	1,052,868	0	100.0000	0.0000
Public- Institutions	E-Voting	1,142,403,975	1,076,370,151	94.2197	1,076,370,151	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,076,370,151	94.2197	1,076,370,151	0	100.0000	0.0000
Public- Non Institutions	E-Voting	322,992,097	142,670,287					
	Less : IEPF shares not considered for voting	3,264,006	0					
	Votes Considered	319,728,091	142,670,287	44.6224	142,662,140	8,147	99.9943	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		142,670,287	44.6224	142,662,140	8,147	99.9943	0.0057
	Total	1,977,725,330	1,220,093,306	61.6917	1,220,085,159	8,147	99.9993	0.0007

Note:
*Pursuant to the provisions of Regulation 23(4) of the SEBI Listing Regulations, 13,72,585 equity shares have not been considered under 'No. of votes polled (2)' for 'Public- Non Institutions'.

Disclosures

- The Members of the Bank have granted their consent by way of Postal Ballot for entering into / carrying out / and / or continuing with material related party transactions with Infina Finance Private Limited (Mr. Suresh Kotak, father of Mr. Uday Kotak, Managing Director & CEO, Promoter and a Key Managerial Personnel of the Bank and Mr. Jaimin Bhatt, Group President & Group Chief Financial Officer and a Key Managerial Personnel of the Bank, who are Directors on the Board of Infina Finance Private Limited), and with Mr. Uday Kotak, Managing Director & CEO and Key Managerial Personnel of the Bank, with respect to Deposits, other banking transactions/arrangements/service, etc. which may exceed or have exceeded 10% of the annual consolidated turnover of the Bank, wherein Deposits would form a substantial portion of such transaction value. The said transactions were in the ordinary course of business for the Bank and at an arm's length basis. Other than the aforesaid transactions, the Bank has not entered into any material financial or commercial transactions with the Directors or the Management or their relatives or the companies and firms, etc., in which they were either directly or through their relatives interested as directors and/or partners. The Bank has not entered into any material financial or commercial transactions with its subsidiaries and other related parties as per AS-18 and SEBI Listing Regulations that may have potential conflict with the interest of the Bank at large. Further, there were no related party transactions which were not in the ordinary course of business or at an arm's length basis.
- During FY 2020-21, the Bank raised ₹ 74,425,000,000 through Qualified Institutions Placement ("QIP"). The Bank has utilized the funds raised through QIP for the purposes as stipulated in the Placement Document.
- During the last three years, there were no penalties or strictures imposed on the Bank by the Stock Exchange(s) and/or the Securities Exchange Board of India ("SEBI") and/or any other statutory authorities on matters relating to capital market.
- None of the Directors are related to any other Director.
- The Board has received declarations from the Independent Directors and in its opinion, the Independent Directors fulfil the conditions as specified in the SEBI Listing Regulations and are independent of the management.
- The Bank has adopted the Whistle Blower Policy pursuant to which employees, directors and vendors of the Bank can raise their concerns relating to the fraud, malpractice or any other untoward activity or event which is against the interest of the Bank or society as a whole. The website for reporting the above mentioned concerns is managed and hosted by an independent third party service provider who has proven expertise in this area, thereby ensuring absolute confidentiality. The Bank hereby affirms that no personnel has been denied access to the Audit Committee.
- The Bank's Policies on dealing with Related Party Transactions, determining 'material' subsidiaries and determination of materiality of events or information are available on the Bank's website viz. URL: <https://www.kotak.com/en/investor-relations/governance/policies.html>. Further, the Audit Committee reviews the Related Party Transactions of the Bank on a quarterly basis.
- The Bank has obtained a certificate from Ms. Rupal D. Jhaveri, Company Secretary in practice confirming that that none of the Directors of the Bank have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.
- The relevant disclosures in relation to the number of complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been mentioned in the Directors' Report of the Bank.

INVESTORS' INFORMATION

Date of Incorporation	: 21 st November, 1985.
Registration No.	: 11-38137 TA
Corporate Identification No.	: L65110MH1985PLC038137
Address for Correspondence	
Registered Office	: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai- 400 051. Tel. No. (022) 61661615 Fax No. : (022) 67132403 Website: www.kotak.com
Contact (Nodal officer – IEPF)	: Ms. Avan Doomasia (with effect from 1 st December, 2020) Senior Executive Vice President & Company Secretary Email : investor.grievances@kotak.com
Registrar & Share Transfer Agent (For Equity and Non-Convertible Perpetual Non-Cumulative Preference Shares)	: KFin Technologies Private Limited (Earlier known as Karvy Fintech Private Limited) <ol style="list-style-type: none"> Selenium Tower B, Plot 31-32 Financial District, Nanakramguda Serilingampally Mandal, Hyderabad- 500 032, Telangana Email Id : einward.ris@kfintech.com Toll free number : 1- 800-309-4001 24/B, Raja Bahadur Compound, Ambalal Doshi Marg, Fort, Mumbai-400 023. Tel No. : (022) 66235412 / 66235406 Fax No. : (022) 66235333 Website : www.kfintech.com https://ris.kfintech.com/

Registrar & Share Transfer Agent
(For Debt Securities)

- (i) Link Intime India Pvt. Ltd.
C-101, 247 Park, L.B.S. Marg,
Vikroli (West), Mumbai – 400083.
Tel No. : (022) 49186000
Fax No. : (022) 49186060
Website : <https://linkintime.co.in>
Email : mumbai@linkintime.co.in
- (ii) Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai 400059.
Tel No. : (022) 62638200
Fax No. : (022) 62638299
Website : www.bigshareonline.com
Email : info@bigshareonline.com

Debenture Trustees

- : IDBI Trusteeship Services Limited
(Contact Person: Mr. Aditya Kapil, Vice President) Asian Building,
Ground Floor, 17, R Kamani Marg, Ballard Estate, Mumbai – 400 001
Tel No.: (022) 40807001 Fax No.: (022) 66311776

Annual General Meeting, Date and Time

- : Wednesday, 25th August, 2021 at 11.00 a.m (Indian Standard Time)

Venue

- : Through Video Conferencing / Other Audio Visual Means.
Venue of meeting shall be deemed to be the Registered Office of the Bank.

Financial Year

- : 1st April, 2020 to 31st March, 2021

Financials Compliance Calendar

For each calendar quarter, the quarterly and annual standalone and consolidated financial results of the Bank are reviewed and taken on record/approved by the Board, within the statutory prescribed time period and then disclosed to the Stock Exchanges as required under Regulation 30 read with sub-para 4 of Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The said financial results alongwith the earnings update and investor presentation, are posted on the website of the Bank and are available for the current as well as last five financial years. Every quarter, the Managing Director & CEO and the Joint Managing Director along with the Senior Management officials participate on a call with the analysts / investors, the transcripts of which are posted on the website of the Bank. The Bank also has dedicated personnel to respond to queries from investors.

The meetings of the Board to, *inter alia*, review and approve the quarterly/half yearly unaudited/audited financial results of the Bank, are held in the month following the quarter and the annual financial results, in the end of April or early May. The Annual General Meeting to consider such annual accounts is held in the second quarter of the financial year.

Equity Shares

The Equity Shares of the Bank are listed on the BSE Limited and the National Stock Exchange of India Limited. The International Security Identification Number (“ISIN”) in respect of the Equity Shares is INE237A01028 and the Market Scrip Codes are, as under:

Sr. No.	Name & Address of Stock Exchange(s)	Market Scrip Code
1.	The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 023	500247
2.	The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Bandra-Kurla Complex, Bandra, Mumbai 400 051	KOTAKBANK

The annual fees for FY 2021-22 have been paid to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Bank are listed.

As required under Regulation 40(9) of the SEBI Listing Regulations, S. Anand SS Rao, Company Secretary in Practice, has examined the records relating to share transfer, on a half yearly basis and has issued a certificate confirming compliance with the said provisions. The Bank has, accordingly, submitted the same to the Stock Exchanges where its equity shares are listed.

Trading of shares to be in compulsorily dematerialized form: The equity shares of the Bank have been activated for dematerialisation with the National Securities Depository Limited, with effect from 4th August, 1998 and with the Central Depository Services (India) Limited, with effect from 26th February, 1999. Consequent upon the sub-division of the equity shares of the Bank, with effect from 15th September, 2010, the new ISIN is INE237A01028. Pursuant to the amendment to Regulation 40 of the SEBI Listing Regulations, transfer of shares held in physical form cannot be processed with effect from 1st April, 2019 and hence, the equity shares are to be compulsorily traded in electronic form by all investors. Investors holding shares in physical form are requested to dematerialize their existing holdings at the earliest.

Break-up of the shares held in physical and electronic mode as on 31st March, 2021:

Equity Shares:

Physical mode		Electronic mode	
Total Shares	% to Equity	Total Shares	% to Equity
51,74,523*	0.26	197,66,61,145	99.74

*Includes 2,13,900 equity shares allotted on exercise of options by employees, for which the credit was pending as on 31st March, 2021.

Preference Shares:

Physical mode		Electronic mode	
Total Shares	% to Equity	Total Shares	% to Equity
-	-	100,00,00,000	100.00

The Bank issued Non-Convertible Perpetual Non-Cumulative Preference Shares ("PNCPS") in 2018. The PNCPS were listed with the BSE Limited and the National Stock Exchange of India Limited, both with effect from 6th August, 2018 and the ISIN is INE237A04014. These PNCPS were issued and allotted in dematerialized form.

Debentures

As on 31st March, 2021, outstanding Unsecured, Redeemable Non-Convertible, Subordinated Debt Bonds ("Bonds") were ₹ 456 crore. These Bonds have been issued on a private placement basis and are listed on the BSE Limited and the National Stock Exchange of India Limited.

Investor Helpdesk

Investors are requested to write to the Registered Office address of the Bank or to KFin Technologies Private Limited ("KFin"), our Registrars & Share Transfer Agents, for addressing their correspondence or complaints or may address their correspondence or complaints to designated email address viz. investor.grievances@kotak.com or einward.ris@kfintech.com, in terms of Regulation 34(3) read with Schedule V of the SEBI Listing Regulations. For queries, etc. related to dividend payments, IEPF claims and all other investor related activities as also for lodgment of any documents or for any grievances / complaints, investors may contact or write to the Bank or KFin. The Company Secretarial Department regularly monitors and reviews the status of the investor correspondence and complaints received at the Registered Office and also by KFin, to ensure timely redressal of complaints.

As advised by the Securities and Exchange Board of India ("SEBI"), the Bank has a designated email id of its Compliance Officer i.e. investor.grievances@kotak.com for the purpose of registering complaints by the investors. The same has also been displayed on the website of the Bank.

Transfer to the Investor Education and Protection Fund

Pursuant to Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, any dividend which remains unpaid or unclaimed for a period of seven years shall be transferred by the Bank to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, all shares in respect of which the dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the said Fund.

The table given below gives the dates of dividend declaration and the corresponding dates when unclaimed dividends are due to be transferred to the Fund:

Financial Year	Dividend-Type	Date of Declaration	Due Date of Transfer
2013-14	Final	16 th July, 2014	14 th August, 2021
2014-15	Final	29 th June, 2015	28 th July, 2022
2015-16	Final	22 nd July, 2016	21 st August, 2023
2016-17	Final	20 th July, 2017	19 th August, 2024
2017-18	Final	19 th July, 2018	18 th August, 2025
2018-19	Final	22 nd July, 2019	21 st August, 2026
2019-20	No dividend declared		

Note:

RBI had vide its circular No. DOR.BP.BC.No.64/21.02.067/2019-20 dated 17th April, 2020, directed all banks to not make any further dividend payouts from profits pertaining to the financial year ending 31st March, 2020, until further instructions. As a result of the same, no dividend was paid by the Bank on the Equity Shares for FY 2019 – 20.

Pursuant to the requirements of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules") and the subsequent various circulars / notifications issued by MCA in this regard, the Bank has transferred a total of 35,42,360 equity shares to IEPF till date. The details of such equity shares transferred to IEPF are available on the Bank's website viz. URL: <https://www.kotak.com/en/investor-relations/investor-information/investor-info.html>.

Share Price Details

The Monthly high and low quotation of equity shares traded on the BSE Limited:

Month	High (₹)	Low (₹)	Close (₹)	S&P BSE 100	Bankex
April 2020	1,379.90	1,090.20	1,356.95	9,951.25	24,724.52
May 2020	1,306.40	1,110.00	1,223.70	9,697.90	22,135.67
June 2020	1,428.00	1,228.15	1,359.80	10,410.76	24,293.83
July 2020	1,424.70	1,267.00	1,367.45	11,158.96	24,599.48
August 2020	1,500.75	1,300.00	1,402.15	11,480.92	26,972.91
September 2020	1,441.00	1,231.20	1,268.15	11,391.75	24,354.70
October 2020	1,600.95	1,278.00	1,547.60	11,720.76	27,388.62
November 2020	1,947.70	1,535.25	1,901.65	13,050.61	33,884.04
December 2020	2,026.55	1,802.60	1,995.40	14,100.47	35,888.42
January 2021	2,007.35	1,700.45	1,713.45	13,797.78	34,662.51
February 2021	2,048.95	1,696.25	1,782.35	14,723.98	38,981.16
March 2021	1,998.75	1,743.00	1,754.00	14,863.54	37,547.91

The Monthly high and low quotation of Equity Shares traded on the National Stock Exchange of India Limited:

Month	High (₹)	Low (₹)	Close (₹)	NIFTY 50	Nifty Bank
April 2020	1,380.00	1,087.00	1,357.20	9,859.90	21,534.50
May 2020	1,305.90	1,110.00	1,224.00	9,580.30	19,297.25
June 2020	1,428.20	1,228.35	1,360.45	10,302.10	21,370.15
July 2020	1,424.70	1,267.00	1,365.75	11,073.45	21,640.05
August 2020	1,501.50	1,300.10	1,401.35	11,387.50	23,754.35
September 2020	1,442.00	1,230.60	1,268.20	11,247.55	21,451.80
October 2020	1,602.00	1,278.90	1,547.40	11,642.40	23,900.90
November 2020	1,948.40	1,534.80	1,907.10	12,968.95	29,609.05
December 2020	2,027.00	1,802.40	1,995.60	13,981.75	31,264.05
January 2021	2,007.95	1,701.00	1,712.95	13,634.60	30,565.50
February 2021	2,049.00	1,696.05	1,780.35	14,529.15	34,803.60
March 2021	1,999.35	1,742.60	1,753.00	14,690.70	33,303.90

Shareholding - Equity Shares

Category	As on 31 st March, 2021		As on 31 st March, 2020	
	No. of Equity Shares Held	Percentage Equity of Shares	No. of Equity Shares Held	Percentage of Equity Shares
A. Promoters Holding				
Promoters	515,585,264	26.02	572,464,964	29.92
Sub-Total	515,585,264	26.02	572,464,964	29.92
B. Non-Promoters Holding				
Institutional Investors				
a Mutual Funds & UTI	159,119,902	8.03	172,109,405	9
b Banks, Financial Institutions, Insurance Companies (State / Central Govt. Institutions)	104,889,910	5.29	66,221,506	3.46
c Foreign Institutional Investors	876,560,440	44.23	749,261,396	39.17
Sub-Total	1,140,570,252	57.55	987,592,307	51.62
C. Others				
a. Private Corporate Bodies	39,098,010	1.97	58,851,478	3.08
b. Indian Public including Directors & Relatives	198,182,338	10.00	196,393,411	10.27
c. NRIs/ OCBs/Foreign Bodies DR	16,772,076	0.85	16,197,267	0.85
d. Foreign Bank	32,813,072	1.66	32,800,000	1.71
e. Foreign Bodies	25,966,992	1.31	25,966,992	1.36
f. Foreign Nationals	1450	0.00	1509	0
g. Qualified Institutional Buyer	0	0.00	10,676,177	0.56
h. NBFCs	646,783	0.03	374,981	0.02
i. Alternative Investment Fund	4,213,977	0.21	3,633,429	0.19
j. Clearing Members	4,739,848	0.24	4,914,430	0.26
k. IEPF Authority	3,245,606	0.16	3,171,393	0.17
Sub-Total	325,680,152	16.43	352,981,067	18.45
Grand Total	1,981,835,668	100	1,913,038,338	100

Note:
The increase in capital during the FY 2020-21 is due to allotment of (i) 6,50,00,000 equity shares pursuant to Qualified Institutional Placement and (ii) allotment of 37,97,330 equity shares of ₹ 5/- under various Employee Stock Option Plan Schemes of the Bank.

Shareholding – Preference Shares

Category	As on 31 st March, 2021		As on 31 st March, 2020	
	No. of Preference Shares Held	Percentage of Preference Shares	No. of Preference Shares Held	Percentage of Preference Shares
A. Promoters Holding				
Promoters	-	-	-	-
Sub-Total	-	-	-	-
B. Non-Promoters Holding				
Institutional Investors				
a. Mutual Funds & UTI	-	-	-	-
b. Banks, Financial Institutions, Insurance Companies	-	-	-	-
c. (State / Central Govt. Institutions)	-	-	-	-
Foreign Institutional Investors	-	-	-	-
Sub-Total	-	-	-	-
C. Others				
a. Private Corporate Bodies	737,735,000	73.77	757,735,000	75.77
b. Indian Public including Directors & Relatives	90,265,000	9.03	110,265,000	11.03
c. NRIs/ OCBs/Foreign Bodies DR	40,000,000	4.00	-	-
d. Foreign Bank	-	-	-	-
e. Foreign Bodies	-	-	-	-
f. Foreign Nationals	-	-	-	-
g. Qualified Institutional Buyer	132,000,000	13.20	132,000,000	13.20
h. NBFCS	-	-	-	-
i. Alternative Investment Fund	-	-	-	-
j. Clearing Members	-	-	-	-
k. IEPF Authority	-	-	-	-
Sub-Total	1,000,000,000	100.00	1,000,000,000	100.00
Grand Total	1,000,000,000	100.00	1,000,000,000	100.00

Shareholding of Directors of the Bank

Name of the Director(s)	As on 31 st March, 2021	
	No. of Equity Shares Held	Percentage of Equity Shares held
Mr. Prakash Apte	-	-
Ms. Farida Khambata	74,000	0.00
Mr. Uday Khanna	3000	-
Mr. Uday Shankar	491	-
Dr. Ashok Gulati	-	-
Mr. C. Jayaram	1,008,040	0.05
Mr. Uday Kotak*	510,927,100	25.78
Mr. Dipak Gupta	893,676	0.04
Mr. K.V.S. Manian**	208,156	0.01
Mr. Gaurang Shah	855,390	0.04

Notes :

* In addition, as on 31st March, 2021, Kotak Trustee Company Private Limited holds 2,34,356 equity shares of the Bank representing 0.012 % of the paid up equity capital of the Bank (0.008% of the total capital of the Bank). These shares are held by Kotak Trustee Company Private Limited as a trustee for USK Benefit Trust – II, of which, Mr. Uday Kotak is the sole beneficiary.

Further, the reduction in the shareholding of Mr. Uday Kotak was in order to ensure compliance with the requirement stipulated by the Reserve Bank of India that the Promoters' shareholding in the Bank to be reduced to 26% of Paid-up Voting Equity Share Capital.

**In addition, as on 31st March, 2021, Manians Family Trust (trustee - Kotak Mahindra Trusteeship Services Limited) holds 3,65,000 equity shares of the Bank representing 0.02 % of the paid up Equity Capital of the Bank (0.01% of the Total Capital of the Bank). Mr. K.V.S. Manian is one of the primary beneficiaries of Manians Family Trust.

Top 10 Equity Shareholders of Kotak Mahindra Bank Limited as on 31st March, 2021

Sr. No.	Name of the investor(s)	Total Equity Shares held
1.	Uday Suresh Kotak	51,09,27,100
2.	Canada Pension Plan Investment Board	12,63,10,661
3.	Europacific Growth Fund	9,89,22,478
4.	Life Insurance Corporation of India	7,44,30,165
5.	Oppenheimer Developing Markets Fund	6,71,95,690
6.	Capital World Growth And Income Fund	5,06,36,476
7.	SBI Mutual Fund	4,57,95,857
8.	New World Fund Inc	3,87,70,726
9.	Axis Mutual Fund	3,51,93,232
10.	Sumitomo Mitsui Banking Corporation	3,28,00,000

Top 10 Preference Shareholders of Kotak Mahindra Bank Limited as on 31st March, 2021

Sr. No.	Name of the investor	Total Preference Shares held
1.	Signet Chemical Corporation Private Limited	10,00,00,000
2.	Aditya Birla Finance Limited	7,00,00,000
3.	VICCO Products Bombay Private Limited	6,80,00,000
4.	ICICI Lombard General Insurance Company Limited	6,60,00,000
5.	Bajaj Allianz General Insurance Company Limited-Policyholder Fund	6,60,00,000
6.	Dimple Sanghi	4,00,00,000
7.	Kotta Enterprises Limited	3,61,81,482
8.	Prabhanjan Multi-Trade Private Limited	3,35,51,338
9.	Famy Care Private Limited	3,00,00,000
10.	Pidilite Industries Limited	3,00,00,000

Distribution Schedule as on 31st March, 2021

Sr. No.	Category	Equity Shares				Preference Shares			
		No. of Holders	% To Holders	No. of Shares	% To Equity	No. of Holders	% To Holders	No. of Shares	% To Preference
1.	1 - 100	3,46,114	77.74	73,85,313	0.37	2	3.39	200	0.00
2.	101 - 200	38,358	8.62	59,21,275	0.30	-	-	-	-
3.	201 - 300	15,355	3.45	38,63,070	0.19	-	-	-	-
4.	301 - 400	8,657	1.94	31,20,468	0.16	-	-	-	-
5.	401 - 500	5,622	1.26	26,13,823	0.13	-	-	-	-
6.	501 - 1000	11,616	2.61	86,27,563	0.44	-	-	-	-
7.	1001 - 2000	7,611	1.71	1,15,85,505	0.58	-	-	-	-
8.	2001 - 3000	2,846	0.64	71,84,051	0.36	-	-	-	-
9.	3001 - 4000	2,766	0.62	1,03,27,950	0.52	-	-	-	-
10.	4001 - 5000	1,226	0.28	57,26,375	0.29	-	-	-	-
11.	5001 - 10000	2,280	0.51	1,61,75,398	0.82	1	1.69	19,800	0.00
12.	10001 and above	2,763	0.62	189,93,04,877	95.84	56	94.92	99,99,80,000	100.00
TOTAL:		4,45,214	100	19,88,35,668	100	59.00	100	100,00,00,000	100

CREDIT RATINGS

Details of Credit ratings obtained by the Bank for securities outstanding as on 31st March, 2021 are, as under:

Type of instrument	Outstanding amount	Credit Rating/Outlook
Lower Tier-II Bonds (Under Basel II)*	₹ 306 crore [Reduced from ₹ 516 crore]	CRISIL AAA/Stable (Reaffirmed)
Lower Tier-II Bonds (Under Basel II)	₹ 150 crore [Reduced from ₹ 185.80 crore]	CRISIL AAA/Stable (Reaffirmed)
Infrastructure Bonds	₹ 1800 crore	CRISIL AAA/Stable (Reaffirmed)
Fixed Deposits		FAAA/Stable (Reaffirmed)
Certificate of Deposits	₹ 17000 crore	CRISIL A1+ (Reaffirmed)
Non-Convertible Perpetual Non-Cumulative Preference Shares	₹ 500 crore	CRISIL AA+ (Stable) (Reaffirmed)

* Originally issued by erstwhile ING Vysya Bank Limited

The S&P rating of the Bank for long-term instrument is BBB-/Stable and for short term instrument is A-3/Stable.

There has been no change in the Credit Ratings during the year.

PLANT LOCATIONS

Being in the banking business, the Bank does not have plants. However, the Bank has 1605 branches and 2598 ATMs as on 31st March, 2021. The locations of the branches are displayed on the Bank's website.

The Bank has complied with all the mandatory and most of the non mandatory requirements of the Code of Corporate Governance stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS:

1. The Board

The office of Non-Executive Chairman of the Bank is maintained by the Bank at its expense and all the expenses incurred in performance of his duties are reimbursed by the Bank.

2. Shareholder Rights

The quarterly results of the Bank are published in one English and one Marathi newspaper. Further, the quarterly results are also posted on the website of the Bank viz URL: <https://www.kotak.com/en/investor-relations/financial-results.html> and on the websites of the Stock Exchanges on which the securities of the Bank are listed. Along with the quarterly results, detailed earnings update and investor presentation are also given on the website of the Bank. Further, a quarterly investors'/ analysts' conference call is made to discuss the financial results and performance of the Bank and the Group, the transcripts of which are posted on the website of the Bank. The quarterly results are sent by email to those Members whose email IDs are registered with the Bank / Depository Participant(s) for communication purposes. In view of the foregoing, the half- yearly results of the Bank are not sent to the Members individually.

3. Audit qualifications

During the period under review, there were no audit qualifications in the Bank's standalone and consolidated financial statements. The Bank continues to adopt best accounting practices and has complied with the Accounting Standards and there is no difference in the treatment.

4. Separate Posts of Chairman and Managing Director & CEO

Mr. Prakash Apte, a Non-Executive Independent Director, is the Part-time Chairman and Mr. Uday Kotak is the Managing Director & CEO of the Bank.

5. Reporting of Internal Auditor

The Head - Internal Audit reports to the Audit Committee of the Board.

OTHER DISCLOSURES

(A) The Management Discussion & Analysis Report

The Management Discussion & Analysis Report, giving an overview of the industry, the Bank's business and its financials is provided separately as a part of this Annual Report.

(B) Means of Communication

The Board of Directors of the Bank approves the unaudited financial results on a quarterly basis within the prescribed timeframe. The results are promptly forwarded to the Stock Exchanges and are published in one English and one Marathi (Regional Language) newspaper, within 48 hours of the conclusion of the Board Meeting. The results and earnings update are posted on the Bank's website viz. URL: <https://www.kotak.com/en/investor-relations/financial-results.html> as well as the press release are posted on the Bank's website viz. URL: <https://www.kotak.com/en/about-us/media.html> simultaneously. The website also displays all official news releases by the Bank from time to time as also the earnings update and investor presentations. Further, the financial results are sent by email to those Members whose email Ids are registered with the Bank / Depository Participant(s). The Bank also publishes its Balance Sheet and Statement of Profit and Loss Account together with the Auditors' Report in a newspaper as required in terms of Section 31 of the Banking Regulation Act, 1949 and Rule 15 of the Banking Regulation (Companies) Rules, 1949.

In accordance with the General Circular No. 02/2021 dated 13th January, 2021 issued by Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India (SEBI) in view of the prevailing situation, owing to the difficulties involved in dispatching of financial statements for the year ended 31st March, 2021, the financial statements are being sent in electronic mode only to Members whose e-mail address is registered with the Bank or the Depository Participant(s). Those Members, whose email address is not registered with the Bank or with their respective Depository Participant(s), and who wish to receive financials for the year ended 31st March, 2021, can get their email address registered by following the steps as detailed in the Notice convening the Annual General Meeting.

The financial results and other information filed by the Bank from time to time are also available on the website of the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited. The said Stock Exchanges have introduced NSE Electronic Application Processing System (NEAPS) and BSE Listing centre. Various compliances as required / prescribed under the the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are filed through these systems.

For Kotak Mahindra Bank Limited

Prakash Apte

Chairman

Place : Pune

Date : 26th July, 2021

Uday Kotak

Managing Director & CEO

Place : Mumbai

Date : 26th July, 2021

DECLARATION

In accordance with Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Bank have affirmed compliance to the Code of Conduct for the financial year ended 31st March, 2021.

For Kotak Mahindra Bank Limited

Uday Kotak

Managing Director & CEO

Place : Mumbai

Date : 26th July, 2021

Independent Auditor's Certificate on Compliance with Corporate Governance Requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members of Kotak Mahindra Bank Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 24th July, 2020.
2. We have examined the compliance of conditions of corporate governance by Kotak Mahindra Bank Limited ('the Bank') for the year ended on 31st March, 2021, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Bank has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Bank for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Bank.
5. We have examined the relevant records of the Bank in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI') and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Bank has complied, in all material respects, with the conditions of corporate governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year ended 31st March, 2021.

We state that such compliance is neither an assurance as to the future viability of the Bank nor the efficiency or effectiveness with which the management has conducted the affairs of the Bank.

Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid Listing Regulations and should not be used, referred to or distributed for any other purpose or to any other party, without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this certificate is shown or into whose hands it may come, without our prior consent in writing. We have no responsibility to update this Certificate for any events or circumstances occurring after the date of this Certificate.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Murad D. Daruwalla

Partner

Membership No.: 043334

Place : Mumbai

Date : 26th July, 2021

UDIN : 21043334AAAAEX3426