



## **KOTAK MAHINDRA BANK LIMITED**

**CIN: L65110MH1985PLC038137**

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

**Tel:** +91 22 6166 0001, **Fax:** +91 22 6713 2403, **Website:** www.kotak.com

### **POSTAL BALLOT NOTICE**

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, as amended from time to time, issued by the Ministry of Corporate Affairs, Government of India on account of the threat posed by Covid-19 ("MCA Circulars") and any other applicable law and regulations, to transact the Special Business as set out hereunder by passing the Ordinary Resolutions through postal ballot (only through the remote e-voting process).

The proposed Ordinary Resolutions and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below, for seeking the consent of the Members of Kotak Mahindra Bank Limited ("Bank") through postal ballot by remote e-voting process only ("e-voting").

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the Resolutions for the Members holding Equity Shares of the Bank is restricted only to the remote e-voting facility which will enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to this Postal Ballot Notice ("Postal Ballot Notice") under the head 'Instructions for remote e-voting' at Note 7.

The Board of Directors of the Bank vide Resolution passed by Circulation on February 14, 2021, have appointed Ms. Rupal D. Jhaveri (Membership No. 5441 and Certificate of Practice No. 4225), Practicing Company Secretary, as the Scrutinizer and Ms. Sadhana Yadav (Membership No. 27559 and Certificate of Practice No. 16932), Practicing Company Secretary and Partner in RJSY & Associates, as an Alternate Scrutinizer to Ms. Rupal D. Jhaveri, for conducting the postal ballot only through the e-voting process, in a fair and transparent manner. Please note that there will be no physical meeting of the Members of the Bank, as no meeting is required to be called in terms of the MCA Circulars.

Members holding Equity Shares of the Bank are requested to carefully read the instructions mentioned under the head 'Instructions for remote e-voting' in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. on Tuesday, March 23, 2021. The assent or dissent received after such date and time shall be treated as if the reply from the Member has not been received. The Bank has engaged the services of KFin Technologies Private Limited ("KFinTech") for the purpose of providing e-voting facility to its Members. In accordance with the provisions of the MCA Circulars, the Bank has made arrangements for Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in Note 6 in the Postal Ballot Notice.

After completion of scrutiny of the e-voting, the Scrutinizer will submit her Report to the Chairman of the Bank or in his absence, the Joint Managing Director or Company Secretary. The results of the e-voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman of the Bank or in his absence, by the Joint Managing Director or the Company Secretary on the website of the Bank (www.kotak.com) and communicated to the Stock Exchanges on or before Wednesday, March 24, 2021. The said results, along with the Scrutinizer's Report, will also be displayed on the website of the Bank (www.kotak.com) and communicated to the Stock Exchanges. The Resolutions, if approved, will be taken as having been passed effectively on the last date specified for remote e-voting i.e. Tuesday, March 23, 2021.

## **SPECIAL BUSINESS:**

### **Approval for Material Related Party Transactions with Infina Finance Private Limited**

1. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), such other applicable provisions of law, if any, any amendments, modifications, variations or re-enactments thereof (hereinafter called as "Applicable Laws") and the 'Policy for dealing with Related Party Transactions' of Kotak Mahindra Bank Limited ("Bank"), the Members of the Bank do hereby approve, confirm and ratify as also accord further approval to the Board of Directors of the Bank (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this Resolution), for entering into and / or carrying out and / or continuing with contracts / arrangements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Infina Finance Private Limited ("Infina"), being a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the Listing Regulations, with respect to:

- (a) deposits (in any form and by whatever name called), including Current Account Deposits or Fixed Deposits ("Deposits") from Infina, whether by way of fresh deposit(s) or renewal(s) or extension(s) or any modification(s) of earlier arrangements / transactions or otherwise, from time to time and as may be disclosed in the notes forming part of the Financial Statements for the Financial Year 2020-21, notwithstanding the fact that the aggregate value of all these transactions, may exceed or have exceeded 10% of the annual consolidated turnover of the Bank for the relevant year as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts / arrangements / transactions have been / shall be carried out at an arm's length basis and in the ordinary course of business of the Bank; and
- (b) other banking transactions and / or arrangements and / or services, against the consideration agreed upon or as may be agreed from time to time and where the Bank receives fees and charges such as custody / depository services, advisory services, Issuing and Paying Agreement fees, shared services, as may be disclosed in the notes forming part of the Financial Statements for the Financial Year 2020-21, provided however, that all such contracts / arrangements / transactions have been / shall be carried out at an arm's length basis and in the ordinary course of business and, provided further, that the aggregate value of all such transactions under this para will be less than even one percent of the annual consolidated turnover of the Bank, but, taken together with the aggregate value of deposits mentioned in Item 1(a) above, may exceed or have exceeded 10% of the annual consolidated turnover of the Bank for the relevant year, wherein Deposits would form a substantial portion of such transaction value."

**"RESOLVED FURTHER** that the Members of the Bank do hereby approve, confirm and ratify as also accord further approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**"RESOLVED FURTHER** that the Members of the Bank, do hereby also accord further approval to the Board of Directors of the Bank, to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or official(s) of the Bank / any other person(s) so authorized by it, to do all such acts and take steps as may be considered necessary or expedient to give effect to the aforesaid Resolutions."

**"AND RESOLVED FURTHER** that all actions taken by the Board in this regard, be and are hereby approved, confirmed and ratified in all respects."

### **Approval for Material Related Party Transactions with Mr. Uday Suresh Kotak**

2. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), such other applicable provisions

of law, any amendments, modifications, variations or re-enactments thereof (hereinafter called as "Applicable Laws") and the 'Policy for dealing with Related Party Transactions' of Kotak Mahindra Bank Limited ("Bank"), the Members of the Bank do hereby approve, confirm and ratify as also accord further approval to the Board of Directors of the Bank (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this Resolution), for entering into and / or carrying out and / or continuing with contracts / arrangements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Mr. Uday Suresh Kotak, being a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the Listing Regulations, with respect to:

- (a) deposits (in any form and by whatever name called), including Current Account Deposits, Savings Account Deposits or Fixed Deposits ("Deposits") from Mr. Uday Suresh Kotak, whether by way of fresh deposit(s) or renewal(s) or extension(s) or any modification(s) of earlier arrangements / transactions or otherwise, from time to time and as may be disclosed in the notes forming part of the Financial Statements for the Financial Year 2020-21, notwithstanding the fact that the aggregate value of all these transactions, may exceed or may have exceeded 10% of the annual consolidated turnover of the Bank for the relevant year as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts / arrangements / transactions have been / shall be carried out at an arm's length basis and in the ordinary course of business of the Bank; and
- (b) apart from remuneration as approved by the Reserve Bank of India, the Board of Directors and the Members, other banking transactions and / or arrangements and / or services, against the consideration agreed upon or as may be agreed from time to time and where the Bank receives fees and charges, such as custody / depository services, advisory services, as may be disclosed in the notes forming part of the Financial Statements for the Financial Year 2020-21, provided however, that all such contracts / arrangements / transactions have been / shall be carried out at an arm's length basis and in the ordinary course of business and, provided further, that the aggregate value of all such transactions under this para will be less than even one percent of the annual consolidated turnover of the Bank, but, taken together with the aggregate value of deposits mentioned in Item 2(a) above, may exceed or have exceeded 10% of the annual consolidated turnover of the Bank for the relevant year, wherein Deposits would form a substantial portion of such transaction value."

**"RESOLVED FURTHER** that the Members of the Bank do hereby approve, confirm and ratify as also accord further approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**"RESOLVED FURTHER** that the Members of the Bank, do hereby also accord further approval to the Board of Directors of the Bank, to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or official(s) of the Bank / any other person(s) so authorized by it, to do all such acts and take steps as may be considered necessary or expedient to give effect to the aforesaid Resolutions."

**"AND RESOLVED FURTHER** that all actions taken by the Board in this regard, be and are hereby approved, confirmed and ratified in all respects."

**By Order of the Board of Directors**

**Sd/-  
Avan Doomasia  
Company Secretary**

Mumbai  
February 15, 2021

**Registered Office:**

27BKC, C 27, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

**CIN:** L65110MH1985PLC038137

**Website:** www.kotak.com

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts and the reasons thereof concerning the Resolution at Item No.1 and at Item No.2, is annexed hereto.
2. This Postal Ballot Notice is sent to all the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") and as was available with the Bank ("Eligible Members") as on Friday, February 12, 2021 ("Cut-off Date"). A copy of this Postal Ballot Notice will also be available on the website of the Bank ([www.kotak.com](http://www.kotak.com)), the relevant section of the website of the Stock Exchanges on which the Equity Shares of the Bank are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and The National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and the website of KFin Technologies Private Limited ("KFintech"), the Bank's Registrar and Share Transfer Agents (<http://evoting.kfintech.com>).
3. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Bank will send this Postal Ballot Notice to the Eligible Members in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Eligible Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Eligible Members would take place through the remote e-voting system only.
4. This Postal Ballot Notice is being sent, by e-mail, only to those Eligible Members who have registered their e-mail ID with the Bank, the Depositories or with the Depository Participant or submitted their e-mail IDs to KFintech, on or before 5.00 p.m. on Saturday, March 20, 2021.
5. Only an Eligible Member who is holding Equity Share of the Bank as on Friday, February 12, 2021, shall be entitled to vote through remote e-voting process in relation to the Resolutions specified in the Postal Ballot Notice. Eligible Members who do not hold Equity Shares of the Bank as on Friday 12, 2021, should treat this Postal Ballot Notice for information purpose only.
6. Eligible Members who have not submitted their e-mail IDs to KFintech, are required to provide their e-mail IDs to the Bank or to Registrar and Share Transfer Agent, on or before 5.00 p.m. on Saturday, March 20, 2021 pursuant to which, any Eligible Member may receive on the e-mail ID provided by the Eligible Member, this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting. The Eligible Members who have not yet registered their e-mail address may get their e-mail addresses registered by following the procedure given below:

The Bank: <https://www.kotak.com/en/investor-relations/investor-information/investor-info.html>. Please click on the link and follow the process provided at such link.

The Registrar: Process to be followed for submission of e-mail ID is, as follows:

- I. For Eligible Members who have Electronic folios:
  - (a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
  - (b) Select the company name
  - (c) Eligible Member to enter DPID-Client ID / Folio Number and PAN details
  - (d) Upload the self-attested PAN copy
  - (e) Eligible Member to enter e-mail ID and mobile number
  - (f) System will check the authenticity of the Client ID and PAN details, and send different OTPs to the Eligible Member on their e-mail ID and mobile number
  - (g) Eligible Member to enter the OTPs received by SMS and e-mail ID to complete the validation process. Please note that the OTP will be valid for five (5) minutes only.
  - (h) The system will then confirm the e-mail ID for the limited purpose of service of this Postal Ballot Notice
  - (i) The system will then send this Postal Ballot Notice and procedure for remote e-voting to the e-mail ID provided by the Eligible Member.

II. For Eligible Members who have Physical folios:

- (a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- (b) Select the company name
- (c) Eligible Member to enter physical Folio Number (only numeric) and PAN details
- (d) In the event the PAN details are not available on record, Eligible Member to enter one of the certificate numbers
- (e) Eligible Member to enter e-mail ID and mobile number
- (f) System will check the authenticity of the Folio Number and PAN details or the certificate number and send different OTPs to the Eligible Member, on their e-mail ID and mobile number
- (g) Eligible Member to enter the OTPs received by SMS and e-mail ID to complete the validation process. Please note that the OTP will be valid for five (5) minutes only.
- (h) If PAN details are not available, the system will prompt the Eligible Member to upload the duly signed and scanned copy of the PAN card.
- (i) The system will then confirm the e-mail ID for the limited purpose of service of this Postal Ballot Notice.
- (j) The system will then send this Postal Ballot Notice and procedure for remote e-voting to the e-mail ID provided by the Eligible Member.

After successful submission of the e-mail ID, the Bank or KFinTech will share a copy of this Postal Ballot Notice immediately and not later than within 48 hours of receipt of the e-mail ID from the Eligible Members.

In case of any queries, Eligible Member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFinTech at toll free number: 1-800-34-54-001.

7. Instructions for remote e-voting: Eligible Members can vote only through electronic mode of voting.

In accordance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Circulars issued by the Ministry of Corporate Affairs, Government of India on account of the threat posed by Covid-19 ("MCA Circulars"), the stated items of business shall be transacted through electronic voting system and the Bank is providing facility for voting by electronic means (remote e-voting) to its Eligible Members.

The Bank has engaged the services of KFinTech for providing remote e-voting facilities to the Eligible Members, enabling them to cast their vote in a secure manner.

E-voting is mandatory for the Eligible Members and is the only means to cast a vote on the stated item of business. Eligible Members may in accordance with the provisions of Sections 112 and 113 of the Act, appoint representatives for the purpose of voting through remote e-voting.

The instructions to the Eligible Members for exercising their vote along with the process and the manner for remote e-voting through remote e-voting are, as under:

- (i) Eligible Members shall cast their vote electronically by logging on to the e-voting system (<http://evoting.kfintech.com>)
- (ii) On the Eligible Members receiving an e-mail from KFinTech:
  - a) Launch internet browser by typing the URL: <http://evoting.kfintech.com>
  - b) Enter the login credentials [i.e., User ID and password mentioned in the e-mail]. Event Number followed by the Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
  - c) After entering the details appropriately, click on LOGIN.

- d) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise a minimum of 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - e) You will need to login again with the new credentials.
  - f) On successful login, the system will prompt you to select the EVENT 5833.
  - g) On the voting page, enter the number of shares as on Friday, February 12, 2021 under FOR/AGAINST or alternately, you may enter partially any number in "FOR" and partially in "AGAINST" but the total number in FOR/AGAINST taken together should not exceed your total shareholding. You may also choose the option ABSTAIN.
  - h) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - i) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - j) During the voting period, Members can login any number of times till they have voted on the Resolution.
  - k) Eligible Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by email to rupaldjhaveri@rediffmail.com with a copy marked to evoting@kfintech.com.
  - m) In case of any queries pertaining to e-voting, please visit Help & Frequently Asked Questions("FAQ") section of <http://evoting.kfintech.com>.
  - n) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
8. Eligible Members (including those Members who have previously registered their e-mail IDs with the Bank, Depositories or Depository Participants and who have not previously registered with KFintech for the remote e-voting system by KFintech) will be required to submit their e-mail ID to KFintech in the manner prescribed in the Notes above to receive the login-ID and password for remote e-voting along with the process, manner and instruction (through an e-mail from KFintech).
  9. The remote e-voting period shall commence on Monday, February 22, 2021 (9.00 a.m. onwards) and end on Tuesday, March 23, 2021 (5.00 p.m.). During this period, Eligible Members of the Bank holding shares either in physical form or in dematerialized form, as on the Cut-off date viz. Friday, February 12, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by KFintech for voting thereafter.
  10. Vote on a resolution, once cast, cannot be changed subsequently.
  11. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
  12. The voting rights of Eligible Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Bank as on Friday, February 12, 2021, subject to applicable laws, including the Banking Regulation Act, 1949.
  13. The Board of Directors have appointed Ms. Rupal D. Jhaveri (Membership No.5441 and Certificate of Practice No. 4225), Practicing Company Secretary as the Scrutinizer and Ms. Sadhana Yadav (Membership No.27559 and Certificate of Practice No. 16932), Practicing Company Secretary and Partner in RJSY & Associates, as an Alternate Scrutinizer to Ms. Rupal D. Jhaveri, as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

14. After completion of scrutiny of the votes, the Scrutinizer will submit her Report to the Chairman of the Bank or in his absence, the Joint Managing Director or Company Secretary. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman of the Bank or in his absence, the Joint Managing Director or Company Secretary, on or before Wednesday, March 24, 2021. The resolutions, if approved, will be taken as having been passed effectively on the last date specified for remote e-voting i.e. Tuesday, March 23, 2021.
15. The said results, along with the Scrutinizer's Report, will also be displayed on the website of the Bank ([www.kotak.com](http://www.kotak.com)) and KFinTech (<https://evoting.kfintech.com>). Further, the same will be communicated to the Stock Exchanges where the Equity Shares of the Bank are listed, for placing the same on their websites.
16. Registration of e-mail ID: The Act recognizes sending of documents to any Member through electronic mode. Accordingly, in terms of the MCA Circulars, we hereby provide you the opportunity to register your e-mail ID for future communications. In case you wish to register your new e-mail ID or if there is any change in your e-mail ID which has already been registered with the Depository Participant, the Depositories or the Bank, we request you to register your new/revised e-mail ID with your Depository Participant (for shares held in demat form), the Depositories (for shares held in demat form) or Bank (for shares held in physical form) immediately.

## **EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

In terms of Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("Rules"), the following Statement sets out all the material facts relating to Item Nos. 1 and 2 of this Postal Ballot Notice dated February 15, 2021.

### **Approval for Material Related Party Transactions**

#### **Item Nos. 1 and 2**

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining consent of shareholders. However, such transactions, if material, require the approval of Shareholders through a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, the explanation to Regulation 23(4) of the Listing Regulations provides that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

Kotak Mahindra Bank Limited ("Bank"), in the ordinary course of its normal banking business, opens accounts and receives deposits including Current Account Deposits, Savings Account Deposits, Fixed Deposits, etc. ("Deposits") from its customers and for which the Bank pays interest to such customers as per the prevailing applicable interest rates. As per the applicable regulatory directions, circulars and guidelines stipulated by the Reserve Bank of India, banks are required to accept deposits at uniform interest rates and cannot distinguish between the customers' vis-a-vis interest rates and other terms and conditions. All customers seeking a specific type of deposit within the slabs of amount and tenure will earn the same rate of interest. Additionally, once a Demand Deposit Account is opened, a bank cannot legally stop amounts coming into the customer's account and it is entirely upto the discretion of the customer how much amount it seeks to place into the deposit.

The Bank has separately obtained legal opinions, which opine that Deposits cannot be classified as transactions which are intended to be covered in the ambit of the Listing Regulations.

However, out of abundant caution and as a measure of good corporate governance, the Bank is seeking the approval of the Members for the Resolutions at Item No. 1 and Item No. 2 of the accompanying Notice.

The above transactions have been / shall be at an arm's length basis and in the ordinary course of business of the Bank. Further, it be noted that all such transactions as mentioned under para (b) of Resolution 1 and para (b) of Resolution 2 mentioned above, will be less than even one percent of the annual consolidated turnover of the Bank for the relevant year. However, these taken together with transactions as mentioned under para (a) of Resolution 1 and para (a) of Resolution 2, respectively, as mentioned above, in the aggregate, may exceed or have exceeded 10% of the annual consolidated turnover of the Bank for the relevant year, wherein Deposits would form a substantial portion of such transaction value.

The Audit Committee of the Bank has approved the said transactions and has noted and recommended that the approval of the Members be sought for the Resolutions contained at Item No.1 and Item No. 2 of the accompanying Notice. Accordingly, your Board recommends the passing of the Resolutions contained at Item No.1 and Item No. 2 of the accompanying Notice, for the approval of the Members.

Mr. Suresh Kotak, father of Mr. Uday Kotak, Managing Director & CEO 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, are Directors on the Board of Infina Finance Private Limited ("Infina"). Accordingly, Mr. Uday Kotak and Mr. Jaimin Bhatt and their relatives may be deemed to be concerned or interested in the Resolution contained at Item No. 1 above. Mr. Uday Kotak is the Managing Director & CEO 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 above.



None of the other Directors, Key Managerial Personnel of the Bank or their respective relatives are concerned / interested in any of the above Resolutions.

The Members may please note that in terms of provisions of the Listing Regulations, no related party/ies shall vote to approve the Resolution under Item No.1 and the Resolution under Item No. 2 above.

**By Order of the Board of Directors**

**Sd/-  
Avan Doomasia  
Company Secretary**

Mumbai  
February 15, 2021

**Registered Office:**

27BKC, C 27, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

**CIN:** L65110MH1985PLC038137

**Website:** [www.kotak.com](http://www.kotak.com)