



**TRANSCRIPT**

**37<sup>TH</sup> ANNUAL GENERAL MEETING**

**SATURDAY, AUGUST 27, 2022**

**10.00 A.M. TO 12.15 P.M. IST**

- **Mr. Prakash Apte – Chairman, Kotak Mahindra Bank Limited:**

Ladies and gentlemen, Good Morning and welcome to the Thirty-Seventh Annual General Meeting (“AGM”) of our Company and the Twentieth Annual General Meeting as a Bank. It is now just past 10:00 a.m. and we have the quorum, hence I call this meeting to order. Owing to the prevailing COVID-19 pandemic and the consequent social distancing norms, this AGM is being held through video conferencing in compliance with the provisions of the Companies Act, 2013 and rules made thereunder, and the directions issued by the Ministry of Corporate Affairs from time-to-time. The Bank has taken all feasible steps to ensure that the shareholders are provided an opportunity to participate in the AGM and vote. Adequate video conferencing facility and live webcast of the proceedings of the AGM have also been provided.

With me here, I have Mr. Uday Khanna, Ms. Farida Khambata, Mr. Uday Shankar, Dr. Ashok Gulati, Ms. Ashu Suyash, Mr. C. Jayaram, Mr. Uday Kotak, Mr. Dipak Gupta, Mr. KVS Manian and Mr. Gaurang Shah.

I would also like to introduce to you, Ms. Shanti Ekambaram, Whole Time Director - Designate of the Bank.

Mr. Amit Desai, Director on the Board, could not attend this AGM due to some urgent work.

All the Directors present, including myself, are participating in this Meeting through video conferencing from the Registered Office of the Bank at 27 BKC, Mumbai. Apart from the Directors, we have Mr. Jaimin Bhatt, Group Chief Financial Officer and Ms. Avan Doomasia, Company Secretary, and the representatives of Walker Chandiook & Company LLP, Chartered Accountants, and Price Waterhouse LLP, Chartered Accountants, the Joint Statutory Auditors Also, Parikh & Associates, Company Secretaries, the Secretarial Auditors of the Bank are attending this AGM. Ms. Rupal D. Jhaveri, the scrutinizer appointed to scrutinize the e-voting process in a fair and transparent manner, is also attending this meeting. I now request Ms. Avan Doomasia, Company Secretary, to inform the shareholders on other attendant matters regarding the AGM.

- **Ms. Avan Doomasia - Company Secretary, Kotak Mahindra Bank Limited:**

Good morning. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act 2013, the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Act, the certificate from the Secretarial Auditor of the Bank certifying that the Kotak Mahindra Equity Option Scheme 2015 and Kotak Mahindra Stock Appreciation Rights Scheme 2015 of the Bank have been implemented, to the extent applicable, in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as replaced by the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution of the

Bank passed at the Annual General Meeting of the Bank held on 29<sup>th</sup> June 2015, and other documents as mentioned in the Notice convening this Meeting are available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>

As the AGM is being held through video conferencing, the facility for appointment of proxies by Members are not applicable and hence the proxy register is not available for inspection. In compliance with the regulatory requirements, the Notice of the AGM and the Integrated Annual Report containing the Directors Report, Auditors Report, Annual Accounts, and related documents for the financial year ended 31<sup>st</sup> March, 2022 have already been circulated electronically to Members whose e-mail address is registered with the Bank or the Depository Participant. Physical copies of the Notice of the Annual General Meeting and the Integrated Annual Report have been provided to those Members who requested for the same. The Bank shall continue to honor such requests in future as well. Thank you.

- **Mr. Prakash Apte**

Thank you, Avan.

Now, with your permission, I will take the notice of the Annual General Meeting as read. The Auditors report issued by the Joint Statutory Auditors and the Secretarial Audit Report issued by the Secretarial Auditor does not contain any qualifications, observations, adverse comments or remarks. With your permission, I will take the reports of the auditors as read.

**[Chairman's Speech begins]**

Ladies and gentlemen, our transformation from what the world christened the 'new normal' to 'never normal' has taught us that there will always be unforeseen volatilities to overturn the status quo. Change is inevitable and exciting and, therefore, we must take it in our stride. Because, it not only empowers humanity to ride the ebb and flow of life, but also enables people to thrive in the new.

The world economy witnessed a sharp revival in economic activity in early 2021 led by worldwide relaxations in lockdown restrictions and pent-up demand. The Indian economy also started recovering to reach pre-pandemic levels. For FY 2021-22, GDP growth was at 8.68% against -6.6% in the previous year. The industrial sector grew by 10.27% as compared to -3.36% in the previous year, while the Services sector posted a growth of 8.44% against -7.8% in the previous year.

Widespread vaccine coverage, waning impact of pandemic and successive waves and growing preference as an alternative manufacturing destination are driving India's growth prospects.

In order to support growth, keeping in mind the muted sequential momentum, the Government's announcement of its pro-growth budget is expected to facilitate investments in infrastructure and manufacturing through its sector specific proposals like the incentives under various production linked incentive (PLI) schemes for new sectors, tariff protection through judicious use of high customs duties in the case of

select sectors, and establishment of policy framework to encourage private sector investment in emerging areas, particularly, in clean energy. The focus of the union budget on the public capex cycle is expected to crowd-in private investment in due course.

During FY 2021-22, inflation was very volatile. At the start of the year, it was in April 2021 at 4.23% whereas, by the time the year ended, it reached 6.95% in March 2022. In the intervening period, five out of the twelve months exceeded the Marginal Propensity Consumer's (MPC) upper threshold of 6%. Persistence of supply chain disruptions, high food and fuel prices and pass through of high input prices remained the primary drivers of high inflation. While tax cuts on fuel, supply side government interventions and favorable base effects helped to some extent ease the pressure, the rise in inflation became a more broad-based phenomenon.

The banking industry too, witnessed a wave of changes as everything from business models to operations reoriented to digital-first world. New operating models around customers are taking shape, processes are evolving to keep governance in focus and technological advancements are becoming a constant companion. Thus, from traditionally being inward looking, banks are adopting an outside-in approach.

Your Bank is focusing on ways and means to transition to the next level with customers, technology and talent as its anchors. While strengthening the Balance Sheet and Risk management, the Bank is investing in new technologies, digitalisation and process efficiencies. Our Phygital strategy finds relevance in today's day and age of accelerated digital transformation. The Bank's digital ecosystem compliments its physical infrastructure and enables our customers' access round the clock, financial services from anywhere. It has helped redefine bank-customer relationships placing greater focus on increased customer engagement, customer centricity and cost efficiencies.

In terms of the financial performance for FY 2021-22, consolidated profit after tax was Rs. 12,089 crore, which was 21 % higher than the previous year. At a standalone level, profit after tax of the Bank for FY 2021-22 was Rs. 8,573 crore compared with Rs. 6,965 crore in FY 2020-21, a growth of 23%.

Net interest margin, which is driven by our risk adjusted pricing stood at 4.7% for FY 2021-22. Further, a high CASA ratio of 60.7% as at March 31, 2022, significantly contributed in lowering our cost of funds and thus enabling growth of our asset book. Advances grew by 21% on year-on-year basis. As at March 31, 2022, the Bank's Gross NPA stood at 2.34%, which was 3.25% a year ago. The Net NPA as at March 31, 2022 was 0.64%, as against 1.21% as at March 31, 2021.

The Group's subsidiaries and associates contributed 29% of the consolidated profit after tax for FY 2021-22, reflecting the diversity of our business model.

Coming to ESG and CSR, our Group's commitment to ESG is deep rooted in its ethos of ethics, stakeholder inclusiveness and sustainability. We strive to deliver value to our stakeholders by embedding social and environmental parameters in operations and financial decision-making. Systemic efforts are underway to sensitize the

workforce on ESG aspects and empower each employee to drive impact through their professional pursuits. An ESG Policy Framework has been developed which explains our approach to align the Group's business strategy, processes and disclosures with national and international standards and frameworks.

The Group's efforts to minimize operational carbon footprint are focused on digitisation of products and services, procurement of renewable energy, responsible utilization of resources and waste recycling among others.

We are cognizant of the role we can play in creating a positive impact on the lives of communities through financial inclusion efforts and Corporate Social Responsibility initiatives. Kotak's CSR projects are designed to bring about a meaningful and measurable social impact and are in line with the United Nations Sustainable Development Goals. The Bank and its subsidiaries are fully compliant with the regulatory requirement of 2% of profit before tax, calculated as per the applicable law on CSR projects.

I am also happy to inform you that your Bank was awarded as one of the 'Best Brands 2021' by The Economic Times. The Bank has also featured in the 'Leadership' category as assessed by IiAS on the IFC-BSE-IiAS Indian Corporate Governance Scorecard based on G20/ OECD Corporate Governance Principles. It was indeed a proud moment for your Bank to have been certified as 'One of India's Best Employers among Nation Builders' by the Great Place to Work® at Institute, in 2021.

Apart from this, as in the past years, your Bank and its subsidiaries have won a number of significant awards for its excellence in Product and Services and Information Technology.

Coming to the outlook for the Group, the Group's results for the financial year demonstrate the strong fundamental growth in India, however, concerns remain on twin global headwinds of high inflation and increasing interest rates.

Your Bank will continually evaluate its strategy against the macro economic realities as they evolve and will respond with a view to grow its business as a sustainable franchise. The Group believes that, with sound risk management and strong capital adequacy ratio, it is well positioned to capitalise on the growth opportunities offered by India of the future. The Group aims to expand its market share in Indian financial services by increasing the customer base across the Group, and enhancing the customer experience, which will lead to higher cross selling of products, thereby contributing to the future growth and profitability. The Group will actively seek inorganic growth opportunities in the Indian financial services space, either in the businesses or assets that enables it to expand its market share, allows entry into an industry, customer or geographic segment that the Group is currently not present in, or provides it with new capabilities.

Our strategic priorities are focused around customers, technology and talent to build a future ready financial services group.

With that, on behalf of Board of Directors, I would like to thank all Central and State Governments, our customers, shareholders, regulators and other stakeholders for the continued trust and encouragement, sustained support and timely guidance that we have benefited from. Thank you all.

**[Chairman's Speech concludes]**

Before inviting questions from the Members, I will now request Mr. Uday Kotak, Managing Director and CEO, to brief the shareholders.

**[Speech of the Managing Director & CEO begins]**

**Mr. Uday Kotak**

Thank you, Chairman. Dear Shareholders, the Chairman has covered many points across the Board both on global and domestic factors, as also on the developments at the Bank. I would like to just add a few thoughts to what he has shared. First - on global macro. If you look at the world macro, the world is really divided broadly into four major regions, which have very large implications, at this point of time. The first by far: the dominance of the United States ("US") in global policy and in particular, monetary policy. The second: developments in Russia and Ukraine. Third: implications for the rest of the world, but particularly Europe and the UK, and fourth: developments in and around China. So, when we look at these four global macros, both politics and economics, let me first start with the United States. The US, yesterday, had a press conference by the Federal Reserve Chair post Jackson Hole meeting, where the Federal Reserve Chairman reiterated his commitment to continue increasing interest rates until inflation is durably brought down to around 2% from the current levels, which are 6% to 7% or even higher for the earlier months. Therefore, there is a long journey for the US to bring inflation sustainably under control and the Federal Reserve Chairman said in no uncertain terms, that they will move quicker and faster and front load the interest rate increases, as they move forward. Simultaneously, as some of you shareholders may be aware, the Federal Reserve has moved from a policy of quantitative easing, now, to what is quantitative tightening, which means they are reducing the size of the Balance Sheet, which in common terms means, instead of printing money, they are withdrawing money from the financial system. They have started with first three months up to \$ 47 billion a month and, as I understand from September, they are going to work towards up to \$95 billion every month of withdrawal of money from the system.

Friends, in the COVID period, the Federal Reserve had expanded its Balance Sheet to almost double from around \$ 4 trillion to \$ 9 trillion and therefore, what we need to watch out is, implications of this move by the Federal not only in terms of rate of interest, but also liquidity in the global financial system. Russia-Ukraine, again is another very uncertain point. The war is continuing and there are concerns that the war will spill into the European and Russian winter. Implications are very significant, particularly for Europe, where many countries have a concentrated risk exposure of their energy dependence on Russia, both on oil as well as gas and therefore Europe continues to face significant challenges, which is reflected by a very strong US Dollar

as a currency and depreciation of the euro below, what is known as, breaking the Dollar. So, more than 20% plus depreciation of the euro.

Moving further beyond Europe, China is an enigma. We really are not getting full picture of what is happening inside China. We all know they have had a very tight COVID policy. There is also leadership, discussions and developments which are expected in 2022, there are of course issues over Taiwan and the future of Taiwan including in this global battle between the world's largest economy and the world's second largest economy, so we are going through a period of significant transition, including in China. Therefore, while the rest of the world seems to be in the mood to do quantitative tightening, China has followed a policy which is a more easy monetary policy linked to the situation in China. We are also aware that China has historically been one of the biggest suppliers to the world and, if China has challenges on supply, there are significant supply chain implications for the rest of the world. So, we have a global macro, which is going through a very challenging period, particularly, in the context of these four developments across the four major regions in the world, which is as I mentioned- US, Russia-Ukraine, Europe and UK, and China.

Moving specifically to India. I would like to say that India has fared much better in this period than many other parts of the world and we have shown resilience and ability to withstand many, many shocks. India has also been reasonably quick post 4<sup>th</sup> of May to pivot to a tighter monetary policy, both in terms of interest rates and also liquidity. This of course has its implications on cost of borrowings to the borrowers, but simultaneously good news for depositors as they get better rates on their money. India has also demonstrated a much more stable currency situation with the Rupee depreciating 5% to 7% against the US Dollar, which has appreciated against all currencies, but in fact appreciating against the Euro and the Japanese Yen. The Japanese Yen, as some of you may be aware, has depreciated nearly 30% against the US Dollar and, in fact, Indian currency has strengthened against it. Therefore, it is Yo-Yo world where currencies are like a game of Roulette, and if I may venture to add, a game of Russian Roulette where things are changing, by the day.

So, through this period, I think India has demonstrated resilience, but I would rush to quickly add that this is a time for India to continue to be alert and on its guard because the global macros are moving at great speed. High alert, focusing on the right fundamentals and building the bridges for a sustainable GDP growth are key from an Indian macro point of view and that brings me to the Indian financial sector. We have demonstrated a very robust Balance Sheet improvement across the Indian financial sector, whether it is Public Sector Banks, Private Sector Banks and even the non-bank financial sector in the last few years. Therefore, with this strength of the Balance Sheet, we need to ensure that we manage growth and liquidity in the financial sector over the next few years and continue to have a high focus on quality underwriting and risk management, even as we transition to significant technology changes and that brings me to Kotak, the present and the future.

The title of our report this year, friends, is 'Change'. There's one thing which has come to us to the fore, is an ever-changing reality, which we are dealing with. The

Chairman alluded to the fact of a never normal world, now to embracing change. In my letter to the shareholders, I have said, change is the new comfortable feeling at Kotak. We are committed to bring change in everything that we do with an open mind, while protecting some of the core values, which Kotak stands for.

In that context, we are internally driving three areas as the core focus areas for us: Excellence, Relevance and Sustainability. How do we move to a focused approach to being excellent in whatever we do. Second, for creating sustainable value, we need to be relevant in the segments we choose to be and finally, this world has taught us more than ever before, how are we going to sustain what we build, both in terms of contribution to global sustainability, Indian sustainability, and sustainability of the business model at the Bank and its Group Companies as well. Therefore, deep commitment to the concept of Excellence, Relevance and Sustainability in our decision-making process on a continuing basis. I am also happy to inform you that, as a part of transformation, which we are undergoing at Kotak, we have recently hired global quality talent both as the new Chief Technology Officer and created a new position, which is Chief of Customer Experience. Both these gentlemen come with global experience, working with some of the best firms in the world and have decided to join us in this pursuit of Excellence, Relevance and Sustainability.

Friends, very often the question which comes is, how you manage a fast-changing future. We are leveraged institutions as banks with high degree of public money at our disposal. Therefore, trust is at the core of who we are and, therefore, we need to constantly have a balance between creation, preservation and creative destruction, and getting that balance right, is one of our biggest focus areas as we go forward. For some of you who are familiar with the Indian philosophy, it really refers to the three Gods, which is Brahma, Vishnu, and Mahesh. With that, I thank all the shareholders for continuing to have been shareholders of this Company and we on behalf of all of us here at Kotak, commit to growing with managing the change and looking at opportunities from a new renewed lens. Thank you very much.

**[Speech of the Managing Director & CEO concludes]**

**Mr. Prakash Apte**

Thank you, Uday for your remarks and the insights. This meeting has been convened to seek Members' approval for items as detailed in the Notice of the Annual General Meeting. I now request the Company Secretary, on my behalf, to briefly explain the resolutions set out in the notice. Avan.

**Ms. Avan Doomasia**

Item No. 1: Receiving, considering and adopting the standalone audited financial statement of the Bank for the financial year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and auditors thereon.

Item No. 2: Receiving, considering and adopting the consolidated audited financial statement of the Bank for the financial year ended 31<sup>st</sup> March, 2022 together with the Report of the Auditors thereon.



Item No. 3: Confirmation of payment of interim dividend on 8.10% Non-Convertible Perpetual Non-Cumulative Preference Shares for the financial year 2021-22.

Item No. 4: Declaration of dividend on equity shares for the financial year 2021-22.

Item No. 5: Re-appointment of Mr. KVS Manian, who retires by rotation, and being eligible, has offered himself for reappointment.

Item No. 6: Re-appointment of Mr. Gaurang Shah, who retires by rotation and, being eligible, has offered himself for reappointment, to hold office up to 31<sup>st</sup> October 2022.

Item No. 7: Payment of additional fees/ remuneration to the existing Joint Statutory Auditors for the financial year 2021-22.

Item No. 8: Appointment of KKC & Associates LLP, Chartered Accountants as one of the Joint Statutory Auditors of the Bank.

Item No. 9: Fixing of remuneration of Joint Statutory Auditors for the audit of the Bank's standalone and consolidated financial statements for the financial year 2022-23.

Item No. 10: Re-appointment of Mr. KVS Manian as a Whole-time Director of the Bank and payment of remuneration.

Item No. 11: Appointment of Ms. Shanti Ekambaram as a Director and Whole-time Director of the Bank and payment of remuneration.

Item No. 12: Material Related Party Transaction with Infina Finance Private Limited from Thirty-Seventh Annual General Meeting to Thirty-Eighth Annual General Meeting.

Item No. 13: Material Related Party Transaction with Mr. Uday Kotak from Thirty-Seventh Annual General Meeting to Thirty-Eighth Annual General Meeting.

Thank you.

- **Mr. Prakash Apte**

Thank you, Avan. I now invite questions from Members relevant to the business sent out in the AGM Notice. I request Ms. Avan Doomasia to facilitate the Q&A session. Speakers are requested to be brief, not repeat questions already asked by previous speaker shareholders, and restrict themselves to the business of the meeting. Thank you. Avan.

- **Ms. Avan Doomasia**

We have the first speaker, Mr. Sadananda Sastry.

- **Mr. Prakash Apte**

Mr. Sastry?

- **Ms. Avan Doomasia**

We move on to the second speaker shareholder, Ms. Prakashini Shenoy.

- **Mr. Prakash Apte**

Is she on the line?

- **Ms. Prakashini Shenoy – Shareholder:**

Hello. Can you hear me Sir?

- **Mr. Prakash Apte**

Yes please. Yes, please go ahead.

- **Ms. Prakashini Shenoy – Shareholder:**

Yeah. I'm Prakashini Ganesha Shenoy from Bombay. Respected honorable Chairman, other dignitaries from the Board, and my fellow shareholders, Good Morning to all of you. I received the Annual Report well in time, which is colorful, informative, transparent, knowledgeable and contains all the information as per Corporate Governance. I thank Avan and her team for the same. I should not forget to thank them once again for reminding me of today's Meeting and giving me connection for the same, without which I would not be in a position to speak. Thank you, Avan Madam once again. The Chairman has given a fair picture regarding the Bank and it's working in all parameters and Mr. Uday Kotak has also expressed regarding the Bank. Thank you, Chairman Sir and thank you Mr. Uday Kotak.

- **Mr. Prakash Apte**

Thank you. Thank you very much.

- **Ms. Prakashini Shenoy**

At the outset, I am thankful to the Management for getting various awards in different fields during the year. I am also thankful to the Board for recommending dividend for the financial year 2021-22. I am glad that the Bank has done outstanding work in the field of CSR activities. Thank you once again. Sir, I have few questions: How many online accounts were opened during the year? How many home loan applications were received and were paid? How many two wheeler and four wheeler loans were given and total amount sanctioned? How many total number of women are working in the Bank and what is the percentage? How is the Bank planning for the digital future? I wish the Company good luck for a bright future and I pray to God that the profit of the Company shall reach the peak and due

course. Sir, I strongly and wholeheartedly support all the resolutions put forth in today's meeting. Thank you, Sir.

- **Mr. Prakash Apte**

Thank you. Thank you very much, Ms. Shenoy.

- **Ms. Avan Doomasia**

Thank you, Ms. Shenoy. The next speaker No. 3, Mr. Shailesh Mahadevia.

- **Mr. Shailesh Mahadevia – Shareholder:**

Hello.

- **Mr. Prakash Apte**

Yes, please go ahead.

- **Mr. Shailesh Mahadevia**

Sir, can you hear me?

- **Mr. Prakash Apte**

Yes.

- **Mr. Shailesh Mahadevia**

Respected Chairman, distinguished Directors, and Members of the Company. Sir, I feel highly privileged for getting this opportunity to speak to the Board who are all experts in their own field of specialisation and who have done an excellent work for the Bank. Sir, I would like to appreciate the excellent report, which has been presented to the shareholders and the working of the Company, briefly again presented by the Chairman as well as Mr. Uday Kotak. I also appreciate the co-operation and guidance received from the Company Secretary and her team. Sir, now I wish to put three or four questions with a view to increase my understanding and appreciation of the work done by the Company. My first question is, are we planning expansion of our activities in the North-Eastern region? We have mainly done development in Western India as well as in Southern India. Sir, the North-Eastern region is now the area to be developed, and what is our role in this field? My second question is that the agricultural reforms prepared and presented by the Central Government were rejected by the farmers, and therefore, so many changes that would have changed the agricultural economy of the country, are withdrawn. However, the Central Government has taken various measures to improve the health of the farmers as well as agriculture. Sir, I would like to know, what is the balance effect of these counter-activities on the part of the farmers on one hand, and the government on the other? Sir, I would now like to request regarding the CSR activities which are being done excellently, about Rs. 200 crores

taking into account the consolidated balance. It has reached to the last person in the society, in the area of operations we have selected. However, what I wish to point out and try to understand is that what you have presented is the direct benefit. But, there is a multiplier effect, there is a ripple effect. If the main family member is helped, it changes the atmosphere of the whole family, not only one person. So therefore, such third party SROI studies are being done. I would like to know, whether we have carried out such an assessment, and if not, we should try to do that. And Sir, my last question is regarding disruptions created as a result of Russia and China war. Sir, this has created certain financial problems in the field of insurance as well as in banking. Because many of the insurance companies with whom insurance was being done, they have refused to insure in case of trade with India and Russia and I believe, Indian Government has now entrusted it to the supplier to look after the insurance business. Sir, can you just guide us how this has changed the whole situation? Lastly, there is a similar problem with regards to payments. The normal payments which were being conducted through Dollars, are now stopped as a result of US economic decisions, and therefore, a new system of payment with Russian trade has to be developed, it must have been developed by now, can you throw some light on these aspects of our business. Thank you very much for giving me the opportunity, and I am sure our Bank will make progress in the years to come, which is now almost our way of life. Thank you.

- **Mr. Prakash Apte**

Thank you, Mr. Mahadevia.

- **Ms. Avan Doomasia**

Thank you, Mr. Mahadevia. The next speaker is Speaker No. 4 – Mr. Yusuf Rangwala.

- **Mr. Yusuf Rangwala – Shareholder:**

Good morning, Chairman Sir, can you hear me? Mr. Uday Kotak, can you hear me?

- **Mr. Prakash Apte**

Yes, yes.

- **Mr. Yusuf Rangwala – Shareholder:**

Good morning dynamic Chairman and my fellow shareholders, my name is Rangwala. I am very thankful to Sachin sir who has given me an excellent Balance Sheet. He also phoned me. I also thank Avan madam for her call this morning. Your service is excellent. Now, I shall come to the point directly. 1,700 Bank branches, 2,750 ATMs, minimum savings account amount is Rs. 10,000. Sir, I have a humble request: the savings account minimum balance is very much. Other government banks are asking for a balance of only Rs. 1,000. So, what is your view in this regard, Rs. 10,000 is a lot. My humble request is to consider either Rs. 1,000 or Rs. 2,000, so that more customers can come, this is my observation. Life Insurance business has 253 life insurance outlets, 4552 [to be read as 4,052] group branches network, 87 mutual funds branches. Sir, my humble request, we have a mutual fund business, but we are never invited for it. Whenever we have a mutual fund event, my humble

request is to please call me. Sir, the Annual Report is of 382 pages [to be read as 385 pages], which is excellent. KBC's Amitabh Bachchan is the brand ambassador of our Kotak Bank. I am very happy to be part of this excellent Bank. One more thing, our brand ambassador is Ranjeet Singh [to be read as Ranveer Singh] who is a famous actor. Rupees five thousand forty three point nine forty nine eight net profit [to be read as Rs. 5,46,498 crore of total asset], total deposit Rupees three thousand ten thousand eighty seven [to be read as total deposits of Rs. 3,10,087 crore]. Sir, you have posted excellent profits, hence I would ask you for bonus, if I am not asking you anything wrong, I would be happy Sir. I have nothing more to add. Do let me know about the new branches you intend to open in Mumbai. I want to know how many branches do we have in Gujarat. For eg. How many branches do we have in Ahmedabad? I have nothing more to add. I pray to God for your good health and wealth and I am very happy. Next year, please consider a physical meeting. Also if possible, do keep a small get-together during Diwali because our 75<sup>th</sup> Independence Day's celebration is pending. Our Bank is so good, I want to see how we would celebrate it. Ganesh Chaturthi is coming on the 31<sup>st</sup> August, 2022, would you be getting a Ganesh idol in the Bank? If yes, with Lord Ganesha's blessings, our Bank will reach new heights. If not, please keep a small Ganesh idol in your office. With his blessings, our Bank will reach new heights. Your Annual Report is so colourful. On page 34, you have a picture of Ranveer Singh laughing with the words 'Kotak Ashish Nair' and shows it has been successful for 5 years. Sir, I am very happy to know that. I have nothing more to add. One more thing, on page 35, I want to know where has 811 been opened? On page 35, you write 'Kotak 811 Goal is embracing change and build...' I want to know what is this? If possible, do enlighten us on this. Sir, your smiling photo can be compared to a blooming rose. May you ward off everything bad, and may your path always be fragrant. I wish you well for the coming festive season. Your Share Department is excellent. I am a shareholder in all Banks, but I have never seen a Bank like yours who takes the shareholders along with them in success. I salute you for that. Jai Hind. I have nothing more to add. Sir, just give me one minute, I want to switch on my camera. *(break in audio connection)*

- **Mr. Prakash Apte**

We cannot see your, Yusuf bhai.

- **Mr. Yusuf Rangwala**

Thank you very much, Sir.

- **Mr. Prakash Apte**

Thank you Yusuf bhai. Okay, we go ahead with the next speaker.

- **Ms. Avan Doomasia**

Thank you Mr. Rangwala. Speaker No. 5 is Ms. Elizabeth Mascarenhas.

May I request all the speaker shareholders to please switch on their cameras. Thank you.

- **Ms. Celestine E. Mascarenhas – Shareholder:**

Hello. Am I audible and visible?

- **Mr. Prakash Apte**

Yes madam. Good to see you.

- **Ms. Celestine E. Mascarenhas**

I can see Mr. Kotak and you also. In the beginning, we could not see you during the presentation, I was feeling very bad about it. Now atleast we can see all of you, thank you so much. Now Respected Chairman - Mr. Prakash Apte, MD & CEO -Mr. Uday Kotak, Members of the Board and my fellow shareholders attending this VCR. I am Mrs. C.E. Mascarenhas and I am speaking from Mumbai. First of all, I thank the Company Secretary, Madam Avan Doomasia and her team for sending me the e-Annual Report, for registering me as a speaker and for also giving me this platform which was quite easy to operate. Thank you so much. Now, I am very much happy with your speech and more happy with MD, Mr. Uday Kotak's speech, which has run over the whole world economy. It gave lots of insights. We are reading every day regarding political news, but his way of analysing is great. My questions may also follow that way. So thank you, Sir very much. The colour of the Balance Sheet has become white, Sir. You are always having it red. The screen was always red, now it has become white and red. When it was a physical meeting, I was told that red is a nice colour. But now this time, white, because of the changes, fine, no problem. The working is very good. Dividend of Rs. 1.10, earlier 90%, that is good, because we are in the dividend list. See, once we are in, the big pocketed investors will always come in to invest with us and the Bank can progress further and further. Now, I take the opportunity to congratulate for all the awards and accolades that are shown in the Balance Sheet, I will not name each of them. Also, I appreciate the CSR work done by the Kotak Bank and its team. Also, a lot of ESG initiatives are already taken by the Bank. I would appreciate to know whether you have made an application for rating, and if so, what is our rating score and who is the rating agency? That is because, now more and more deep pocketed investors are looking at EGS ratings. Now my queries. Number 1: Will our NIM get affected, whether positive or negative, with RBI raising the rate of interest due to inflation because RBI has to be on par with FED. In the meeting, Uday said that now even Euro is losing value, the Japanese YEN is also coming down. So, I would like to hear from Mr. Uday Kotak as to what is his insight into this. Number 2: What is our online / digital business to offline, including branch business. Why do we need to go for more branches when we are more and more on the digital platform? As for me, I would prefer the branch, because I am still old and I cannot cope up with all the digitalisation. Though I am from the banking industry, but those days we did not have that sort of digital that is happening. Now even your Savings Bank is in a jiffy with 811, this is my thought. To unlock shareholder value, when is the Bank planning to come with listing of Kotak Insurance or Kotak AMC, etc. There are lot of babies here which might have been maturing also. Which do you feel should get listed for unlocking the value? Fourth: How much of the total loan book is restructured. What are we doing with the NPAs? Are we nursing them? In my banking days, we did not have IBC and SARFAESI and all. We would try to go for nursing them or we would get a decree and we would remain there only because we

did not have the machinery to put that decree into effect. But now with Mr. Modi, Sir, it has become a good job. My hats off for restructuring of IL&FS, saving it from liquidation, which Mr. Modi thought you were the right man to do. Maybe after five years, it will become stronger. I am sure there are three to four companies which are listed, I will not name them, or like Patanjali which took Ruchi Soya in IBC, it reduced the capital. For every 1,000 shares, we were given 100 shares. We are still there and not totally out. But if you see in others like in DHFL or Essar Steel or maybe now Laxmi Vilas Bank which is with DBS, we are getting totally out, our shares have vanished. We will not get any value though the companies are running. We can take the example of Satyam where Honourable Deepak Parekh along with 3 other honourable gentlemen have saved this Company by giving it to Tech Mahindra, and today you can see that we did not lose it totally. So, the government has got full faith in you and I know you will really be the saviour of the small shareholder. So, I conclude with the title on the cover page: When everything can change, anything is possible. I like that line. I would add: Be the saviour of the small shareholder. Rest, I support all the resolutions. I wish my Kotak Bank all the best and specially good health to the whole Kotak team. Health is wealth, which we have understood recently. Thank you so much for giving me this special hearing, and Namaskaram!

- **Mr. Prakash Apte**

Thank you.

- **Ms. Avan Doomasia**

Thank you Ms. Mascarenhas. Speaker No. 6 is Mr. Manoj Kumar Gupta.

- **Mr. Manoj Kumar Gupta – Shareholder:**

Hello. Good morning Respected Chairman, Board of Directors and fellow shareholders. My name is Manoj Gupta and I am an equity shareholder of Kotak Mahindra Bank Limited. I have joined this Meeting from my residence in Kolkata. Sir, thanks to you, your team and the entire staff for the best and excellent results of the Bank for the year ended 2021-22. I have great respect and regard for our MD and CEO, Mr. Uday Kotak. In the early 90s, I had attended four AGMs, when the Company was an NBFC - Kotak Mahindra Finance Limited, when the Company's headquarter was at Nariman Point. I had got a chance to meet Mr. Kotak in Kolkata when he came to Kolkata in the Bengal Global Business Summit ("BGBS") in 2019. He announced something that was implemented in Kolkata, but I have great respect that he took an NBFC, turned the NBFC into a Bank, and that Bank has given good return to its investors. Such type of people should be in the corporate sector. They can fulfil the dreams and vision of the investors who have invested their money in the Company in the name of the promoter. Also regards to Mr. Uday Khanna who knows us because he was the Chairman of Bata Limited and we have great respect and regard for him, and we always pray to God for his safe and long life, because of that person, we have learnt several things during his tenure as the Bata Chairman and we are missing him in Kolkata, that he does not come to Kolkata. We also miss Mr. Uday Kotak that after BGBS, he has not come to Kolkata. Two years ago, I had met him at Taj hotel in Mumbai, in the lobby, when I had been there to meet someone, he was there, and he assured me that he would meet me. I could not call

him to meet, but I have great respect and regard for him. Now coming to the Balance Sheet, thanks to the Company Secretary and her team for helping us to join the meeting. I got five calls from Kotak Bank Secretarial Department. One hour back someone called saying, 'Mr. Gupta, when will you join? Today is our meeting'. I told that lady that I would join by 9.50 am, do not worry. Thanks to your Company Secretary, this is the first AGM where on joining, the Company Secretary remembered Ustad Amjad Ali Khan, with three generations in the video presentation. I have attended 17 government AGMs, but I did not find *Azaadi ka Amrit Mohotsav* or national flag in any of them, be it in Indian Oil, MRPL, GAIL. Till date, I have attended 17 PSU AGMs through VC, but I have never seen such a beautiful presentation on *Azaadi ka Amrit Mohotsav* or anyone remembering great personalities like Ustad Amjad Ali Khan on the eve of *Azaadi ka Amrit Mohotsav*. But thanks to her and to the Board, that she has done a wonderful thing. It shows investors that they should not bother after joining and before the start of the AGM. We enjoyed that video. Sir, do you have any plan to split the shares. Some years back, when we met Mr. Deepak Parekh in HDFC Bank, we asked him to kindly split shares to increase the market liquidity, to increase the market capitalisation and to attract small investors. That he has done. Now Re. 1 shares of HDFC Bank are running at round Rs. 1,500. So, you should also consider to split the shares of Kotak Mahindra Bank Limited 1:5 or 1:2 and the balance you can pay as per the market price. Sir, how will you reward the investors? Do not consider bonus because you have already given lot of bonus – 1:1 and 2:3. Issue bonus debentures so that there is no burden on equity. Issue bonus debentures at a coupon of 8% for 3 years. That would not put burden on the Company for equity capital in future. Do you have any plan to reduce the number of subsidiaries to save manpower and paperwork? There are lots of subsidiaries, so kindly think about that. Spread the wings of the Bank branches in the interior locations like Jharkhand and Odisha, where there are mines of government sector PSU and in local cities. For e.g. Coal India mines are there in Jharkhand, Odisha, Chhattisgarh and Madhya Pradesh; you spread the wings there. Bandhan Bank, Axis Bank and IDFC First Bank have reached there. In the interiors from Rourkela upto 200 kms interior, you will find Axis Bank and IDFC First Bank. So, you should also consider to spread the wings of your Bank branches. Try to open more ATMs at railway stations, airports and petrol pumps, because, I find only State Bank, Axis Bank or HDFC Bank ATMs at railway stations, airports and petrol pumps. You should also consider to open more ATMs in these public service providing units. I totally agree with the view of Mr. Uday Kotak on China. We are also worried about China. The one who spread it is sitting in peace, while the whole world suffers. We have been suffering with Corona for three years now. He is running his country through dictatorship, so much so, that no news can go out of the country because they are afraid of him. So, I totally agree with the view of Mr. Uday Kotak on China. The world is also saying the same about China, so I totally agree. Sir, how will you reduce the NPAs and what is your master plan of action against the defaulters? It is a trend now to take money under the name of business from the Bank, start some business, after some time make loss in the business, ask the Bank to takeover and sell the Company in IBC. How many cases does Kotak Mahindra Bank have in the IBC? Do you have any plan to go in the North-East part of the country? I totally agree with the second speaker that the North-East is growing, so what is your plan? Sir, you could also tie up with some big schools to deposit their school fees with Kotak



Bank. In the first session of April, schools collect nearly Rs. 5 crore to Rs. 8 crore, because every school has admission those days. Big schools like Sri Sri Academy, Bharti Vidya Bhavan, they collect Rs. 2 lakh in new admission. So, you could consider to tie-up with some schools and big hospitals. You should give IRCTC (Indian Railway Catering and Tourism Corporation) a platform for booking of tickets. Sir, how many zero balance and Jan Dhan accounts have you opened? Kindly do something in CSR in Kolkata and neighbouring regions. I have one problem which I did not want to mention, but I have to say it. I have visited your ATMs in Kolkata four times in a month in my neighbourhood, and every time I find that there is no cash. Yesterday evening when I went to your ATM, I was told there is no cash. Another ATM was out of order. So kindly check on that. Last but not the least, I have great respect for you and Mr. Uday Kotak. Please convey our thanks to your Secretarial Team for their excellent work for small investors like us.

- **Mr. Prakash Apte**

Thank you, thank you very much.

- **Ms. Avan Doomasia**

Thank you Mr. Gupta. Speaker No. 7 is Mr. Dhiraj Lal.

- **Mr. Dhiraj Lal – Shareholder:**

Can you hear me?

- **Mr. Prakash Apte**

Yes, Mr. Lal.

- **Mr. Dhiraj Lal – Shareholder:**

- Thank you. Good morning to everyone. All I say below is my personal opinion, you can take it or leave it. In my opinion, the Kotak Annual Report makes many false claims in violation of MCA rules. The Kotak Group is in non-compliance of guidelines by its regulators, the RBI, SEBI and IRDA. If so, the Kotak Group is misleading its investors, customers and regulators. The Annual Report is drafted as if the Kotak Group is transparent, financially solid, trustworthy, fair and ethical, which it is not, this is my view. In line with your wordings in the Annual Report Mr. Kotak, you need to change the shameful way your Bank currently disrespects your customers. I want three assurances from you, Mr. Uday Kotak. One, that you personally will cooperate fully with any investigation into any Kotak Group wrongdoing and will allocate an Independent Director to honestly and transparently ensure full disclosure. Two, you will publish on your website, the full list of grievances escalated to your office, and you will personally ensure that all grievances are resolved to the satisfaction of your interested parties. You cannot brush back negligence and operational issues under the carpet. Three, no one in the Kotak Group will unilaterally close any complaint without the customer's okay. Your current practice amounts to providing falsified information to the regulator. In closing, I apologise if my views have hurt anyone. I have been invited to present my views and that is exactly what I am doing. These are my views and I have a right to my views. I believe that the violations may overstate

the Kotak Group income and capital adequacy, so you are providing wrong information. Macquarie 2 days ago said that the ICICI, IndusInd and HDFC share price could rise by 20 to 37%, but Kotak is already above its peak. So, all investors may now onwards lose money on your Kotak Bank shares. May be, Macquarie shares my concern about the Kotak Group lack of ethics and competence. A good time to exit the Kotak Group. If any of you or your family or friends have money with any Kotak entity, close your accounts. Leave your money which this incompetent and disorganised bank and kiss your money good bye. Last Mr. Uday Kotak, I take it that you do care about the well being of your customers. If so, please give everyone at this AGM today itself the direct telephone number at which you are willing to be contacted by anyone who has an unresolved grievance on ethics issues or operational errors. It is wrong of you to publish your board number as if it is your direct number, that is unethical. You know very well that your board operator does not transfer any customer to your office, so who are we fooling here? So, kindly in this AGM itself please let us all have your direct number. With that, my time is up. Thanks, Avan Doomasia for asking me to share my views.

- **Mr. Prakash Apte – Chairman**

Thank you Mr. Lal for your inputs. Thank you.

- **Ms. Avan Doomasia - Company Secretary, Kotak Mahindra Bank Ltd:**

Thank you, Mr. Lal. Speaker No. 8 is Mr. Kaushik Shahukar.

- **Mr. Kaushik Shahukar – Shareholder:**

Am I audible?

- **Mr. Prakash Apte**

- Yes.

- **Mr. Kaushik Shahukar**

Good Morning everyone. First off, I would like to thank the Board of Directors for giving me the opportunity to speak in this forum. Many of you would remember me from the conversations of the past, so I will keep both my ask and introduction brief. I hope I am clearly audible?

- **Mr. Prakash Apte**

Yes please, go ahead.

- **Mr. Kaushik Shahukar – Shareholder:**

Thank you sir. Myself Kaushik Shahukar, a qualified and practicing Chartered Accountant from Mumbai. I have been suffering from dystonia which has rendered 55% of my body paralysed, impacting my right hand, right leg and my speech. While I have not let that come in my way of becoming a Chartered Accountant, I am practicing. I do request your support in helping me to continue to be self-reliant. I hope I am clearly audible till now?

- **Mr. Prakash Apte**

Yeah yeah, please.

- **Mr. Kaushik Shahukar**

Thank you, Sir. I was optimistic after our conversation we had last year about me working for our organisation on certification work, including form 15CB. However, nothing has worked since. While I understand things may not have progressed due to the pandemic situation last year, I do hope that after our conversation today, our organisation would engage me as soon as possible. Once again, thank you for the opportunity to speak today, and I hope to see positive movement forward in the ask. I support all the resolutions. It will be appreciated if our Company could support me with some kind of certification work. I am also aware that this is not a forum to speak all these things, but how else can I reach your office? Kotak Sir is well known for all his CSR activities. I request support from Sir to enable me to become independent and self-reliant. Thank you, thank you so much.

- **Mr. Prakash Apte**

Thank you very much, Mr. Shahukar.

- **Ms. Avan Doomasia**

Thank you, Mr. Shahukar. Speaker No. 9 is Mr. Ashok Chakravarti.

- **Mr. Ashok Chakravarthi – Shareholder:**

Hello, is it audible sir?

- **Mr. Prakash Apte**

Yes Mr. Chakravarthi.

- **Mr. Ashok Chakravarthi**

Sir, my name is S. Ashok Chakravarthi. I am speaking from Bangalore. Very good morning to all. Just in this meeting, I wish to inform you that I am holding savings bank, term deposits and also credit card, demat account, mutual fund and also NPS scheme. I am introducing myself with the link, with whatever contacts I have with Kotak Bank. My spouse is also having accounts with Kotak Bank. In this regard, at this meeting, I wish to inform you that this caption of 'Change'

- **Mr. Prakash Apte**

We can see it. We know it. Please go ahead.

- **Mr. Ashok Chakravarti**

The caption and the concept of 'change' on the first page and also the narration on page 1 and 2 are marvellous. I am very happy to see that. In this regard, as far as the general body meeting is concerned, as an inquiry or clarification, I just wish to refer

to page 288. I congratulate the management because the law charges have been reduced from Rs. 46 crore to Rs. 26 crore. I request you to please change the perspective in this regard also. I repeat, change the perspective, especially as far as ING Vysya Bank court cases are concerned, so that the law charges can be reduced more by following the advice of our Chief Justice of India who has asked to settle court cases as soon as possible. Again, the Management and the Board may be aware that this opinion was supported by the Prime Minister of India also. In this connection, I wish to inform you that some of the ING Vysya Bank court cases are pending for more than 15 years. Kotak Bank, as I understand, need not keep all these court cases of ING Vysya Bank on its shoulders for a very long period. Everyone knows that this merger has taken place more than eight years back but still the cases are continuously pending for a very long time. What I request you, and the management knows that justice delayed is justice denied. So I am requesting you to please see that the cases are resolved and the amount whatever regarding to these court cases also, is not a big amount or high amount, if you compare with any financial parameters of our Bank. I am only requesting you not to make payment, what I am requesting you is please see that justice prevails as quickly as possible. The next subject, as a shareholder of ING Vysya Bank, we were getting approximately Rs. 5 dividend whose market price was approximately Rs. 500. Now, here we are getting a dividend of Re. 1.10 for a market price of Rs. 1900. Sir, you are aware, one of the market experts has also informed everyone saying that if money stays in market, you earn money and you can eat sweet, if you want to eat sweets, you will have to earn money. The Rs. 1.10 dividend will not be enough to buy a chocolate, let's not talk about sweets, we will have to think about how to buy sweets. If you cannot increase the dividend, then at least whoever is attending this meeting please send sweets, at least to the speaker shareholders you can send sweets if you cannot enhance the dividend, at least let us be happy with the opinion, 'earn money to eat sweets, you have to put money in the market' we have to do something about it, right. Please think of it, Sir, please think as liberally as possible, Sir. One more thing, if the Management because of any approach, again I am repeating, if the management does not want to change the approach of liberal dividend payment or payout policy, you can announce the payout policy so that no one will question will you. Or if the possibility is not there for dividend payment, why don't you consider a buyback. Many companies are coming out with buyback and because of that, the company share prices are going up very much because now our company share price has fallen down more than 20% from its high, and in this regard, I also clarify and inform you we can refer page no. 112, within that the reserves and surplus of more than Rs. 25,000 crore for equity capital of Rs. 993 crore. So the Management or Board can consider buyback of the shares and because of the resource whatever we are holding it, I am not asking you bonus or anything, it is only a question of buyback and, again repeating not because of the case of Ashok Chakravarti, it really gives the importance of the Management, the liberal mentality of the Management. Also, as soon as you announce the buyback price, I hope the market will receive it in a proper manner and share price will go up and hope that it will touch an all time high of around Rs. 2300. And last but not the least, earlier also one of the earlier shareholders has spoken about customer service of the branches and other things. So I am requesting you, please consider customer meets at branch levels and also at regional level at frequent intervals so that the complaint will not come upto this

general body meeting, the complaints can be resolved at the branch level or at the regional level, wherever it is possible. Please consider whatever is convenient to the market and also to all the equity shareholders. I am once again thanking the Board and also the secretarial department for the pursual and follow up done and giving me the opportunity to speak in this general body meeting, sir. I am also approving all the resolutions and I am very happy for the performance of the management, I am not questioning anybody. I have only made some representations. I hope the management will consider liberally and favourably. Thank you very much sir.

– **Mr. Prakash Apte**

Thank you, Mr. Chakravarthi.

– **Ms. Avan Doomasia**

Thank you, Mr. Chakravarthi. Speaker no. 10, Mr. Aspi Bhesania.

– **Mr. Aspi Bhesania – Shareholder:**

Chairman Sir, can you see me and hear me?

– **Mr. Prakash Apte**

Yes, we can see you.

– **Mr. Aspi Bhesania – Shareholder:**

Sir, I am Aspi from Bombay. I congratulate the entire management for very good results, but you have not given break up of investments, please inform if we still have investments in MCX. All our subsidiaries have also done very well. Operating profit in Q1 is less than operating profit of Q4 of last year, reasons please. And Q1 almost all segments have also not done well compared to Q4, Sir, reasons for that also. You have given a dividend of Re. 1.10, thanks for that, as against 90 paise. I would request you to please increase the dividend by only 5 paise every year and put it as a dividend policy because you have to plough back the money. Mr. Kotak please inform which sectors you expect to grow faster than other sectors in the current year. Please give 10 year highlights of consolidated figures. Mr. Kotak, when you were speaking we could not see you. I am also a shareholder since IPO and I have never felt cheated or felt that our profits are overstated. Adani has acquired 5G captive private networks. If our Group also acquires such captive private networks, will our clients not have more security and our clients can escape Pegasus also. Sir, I feel that Airtel and Jio are purposely deteriorating the quality of 4G, so that public goes for 5G, and they know that there is no option for the public to go for anybody else other than Airtel and Jio. Dreamfolks IPO closed yesterday, please explain how our Bank benefits if I as a Kotak Bank credit card holder visit a lounge and don't spend a single Rupee on my credit card, you have to pay Rs. 800 for every visit of card holder. Sir, thank you very much and all the best for the future.

– **Mr. Prakash Apte**

Thank you, Mr. Bhesania.

- **Ms. Avan Doomasia**

Thank you, Mr. Bhesania. Speaker no. 11, Mr. Kishorbhai Jethava.

- **Mr. Kishorbhai Jethava – Shareholder:**

Okay, sir.

- **Mr. Prakash Apte**

Yes.

- **Mr. Kishorbhai Jethava**

Am I audible?

- **Mr. Prakash Apte**

Yes.

- **Mr. Kishorbhai Jethava**

Good morning, Mr. Chairman, Uday Kotak Sir and everyone. I am speaking from Ahmedabad. My name is Kishorbhai Jethava. The IPO of Kotak Mahindra Finance Limited had come in 1992, it has been 30 years since the IPO, and I am a shareholder of the Bank since the IPO. In these 30 years, it has created a good amount of wealth, so I am very thankful to Mr. Uday Kotak, the Management team and all the employees. I would like to ask a few questions to Mr. Uday Kotak and the Management. There is a lot of competition in the market. There are a lot of NBFC and Banks in the market, so what is the future plan for the next 10 years of the Bank, especially on digitalisation. Second, is there any plan to list Kotak Securities or Kotak AMC in this year, like Adani has done for Adani Transmission Limited and Adani Green Energy Limited. Third, the Bank gave its last bonus in 2015, so are there any future plans for a bonus or split. Will you tell us the reason for the low dividend yield and will there be no increase in that? There is a loss in Kotak General Insurance, what is the reason for that and what are the steps taken in that regard. For the last few years, the Bank has shown a good growth, the NPV is less, but in spite of that there is no growth in market capitalization since the last 2 to 3 years, will you let us know the reason for this. I would like to thank you for giving me an opportunity to speak in the AGM, once again thank you.

- **Mr. Prakash Apte**

Thank you very much.

- **Ms. Avan Doomasia**

Thank you. Speaker no. 12, Mr. Nalin Shah.

- **Mr. Prakash Apte**

Is Mr. Nalin Shah there?

– **Ms. Avan Doomasia**

No.

– **Mr. Prakash Apte**

Should we go to the next speaker?

– **Ms. Avan Doomasia**

Yes. Speaker no. 13, Ms. Lekha Shah.

– **Ms. Lekha Shah - Shareholder**

Hello, can you hear me, sir?

– **Mr. Prakash Apte**

Yes.

– **Ms. Avan Doomasia**

Yes, ma'am.

– **Ms. Lekha Shah**

Thank you, Sir. Respected Chairman Sir, Board of Directors and my fellow Members, Good Morning to all of you, myself Lekha Shah from Mumbai. First of all, I am very much thankful to our Company Secretary, Avan Doomasiaji for sending me the AGM Notice well in time which is full of knowledge, facts and figures in place. So I am very grateful to the Company Secretary, Avan ma'am and her team. Chairman Sir, I would like to thank all the personnel of the Bank for receiving awards and recognition by the various [disturbance in audio connection] during the year 2021 and 2022, and also I am glad that Bank is doing very well in the field of CSR activities. Thank you, Chairman Sir, for explaining to us so well about the Bank, congratulation for excellent work Sir. I pray to the God that he always showers his blessings upon you. Sir, if this was a physical meeting, I would have definitely welcomed you with a bouquet of flowers. I would like to ask a few questions. My first question is how much expenditure occurred in the ongoing KBC Program on Sony TV and advertising as we are leading sponsor for the program? My second question is, whether the business activity is picking up post Covid? How many new employees employed during the year? So good luck and I strongly support all the resolutions for today's meeting and my best wishes are always with the Bank and its prosperity. Thank you, Sir.

– **Mr. Prakash Apte**

Thank you, madam.

– **Ms. Avan Doomasia**

Speaker no. 14, Ms. Hutoxi Patel. She is not available. Next speaker, Speaker No. 15, Mr. Muralidharan.

– **Mr. Prakash Apte**

Is he there, Mr. Muralidharan?

– **Ms. Avan Doomasia**

Yes, coming up, he is there.

– **Mr. R. Muralidharan – Shareholder**

Can you hear me?

– **Mr. Prakash Apte**

Yes.

– **Ms. Avan Doomasia**

Yes

– **Mr. R. Muralidharan – Shareholder**

[disturbance in audio connection]

– **Mr. Prakash Apte**

Mr. Muralidharan, your sound is breaking.

– **Mr. R. Muralidharan**

Chairman, Managing Director and CEO, Members of the Board, Shareholders, Ladies and Gentlemen, I am R. Muralidharan from Bangalore, my sound is breaking, okay, can you hear me now?

– **Mr. Prakash Apte**

Yes.

– **Mr. R. Muralidharan**

Sir, today I am totally disappointed, though I have logged in at the appointed time sharp, I was waiting for an opportunity for a glimpse of Mr. Uday Kotak, but in my video his photograph has not come at all, his speech I could hear through audio voice only. I had taken up the matter with the Secretarial staff who could not help me out



at all. Now also I am not able to see it, at least I would request at the end of meeting itself, hello, hello, can you hear me?

– **Mr. Prakash Apte**

Yes. Please.

– **Mr. R. Muralidharan**

Point no. 1, this is in connection in fact for today's incident, I told you I was totally disappointed for not seeing Mr. Uday Kotak on my screen. This is applicable for everything can change, anything is possible, this is one of the examples that I am just putting. Point no.1, the CSR activities are very good and doing very good job by the entire team of Kotak Mahindra Bank. But, I would like to know one thing, you have worked with great institutions like Indian Institute of Science, Indian Institute of Management at Bangalore and of course IIT-Madras. But what I would suggest is to finance this under CSR Scheme, there are a lot of other people also there, but if you concentrate on the rural population, I see that there is something because for educational institutions like Indian Institute of Science and all they will get a lot of funds directly from the Central Government, and if this same thing under CSR can be concentrated on the schools and other rural poor sector, it will be better I think. Second thing is, while Mr. Kotak was mentioning about the returns of the deposits by the customers, I would like to add one point. All the Banks are giving 1% extra for staff and extra, if you implement, definitely the deposit position will also increase and the staff will also be benefited. Kindly take note of this. Thank you very much.

– **Mr. Prakash Apte**

Thank you.

– **Ms. Avan Doomasia**

Thank you. We have the last speaker, Speaker no. 16, Mr. Hiranand Kotwani.

– **Mr. Hiranand Kotwani – Shareholder:**

Yes, am I audible?

– **Mr. Prakash Apte**

Yes.

– **Mr. Hiranand Kotwani**

Respected Chairman and other dignitaries, Namaste to all. So many people are putting allegations [disturbance in audio connection]. We have to check this for the better criticism and these allegations. Certainly, Mr. Chairman should give the email address to all grievances, if we give the phone number directly, he will be ringing 24 hours. So it is my suggestion to Mr. Uday Kotak to give email id for grievances for staff and grievances for the customer. Coming to the point, there was a perpetual

bond, it is percentage of 5.10, it is high in my opinion, this perpetual bond, you can give the total amount of perpetual bond and interest outgo. It is 8.10 generally good Bank is around repo rate is 50 paise up, you can give 7.5, but is beneficiary of our directors are relatives or associates, I want to know who is holding the main perpetual bonds? Net NPA figure is given, it is around Rs. 2,149 crore, generally big Banks gives percentage, lay man cannot understand. But I want to know the breakup of this Rs. 2149 crore net NPA. Exposure to various sector, how you are recovering that. Is there a hit came from your Dewan Housing to our organization I want to know, because this management says it is secret code we cannot disclose the name. But generally nowadays shareholders get the numbers, even State Bank we fought for that and we got major NPAs and we see that good industries are there. But certainly I want the exposure of this breakup, how many government companies are there in this Rs. 2149 crore, my major concern is that. Is there any PSU? Private, okay, you fought with the court and all these things but I want to know that which sectors and PSU? Generally, I will come up on what happened on one sector, sexual harassment case, this is 33 was reported, 26 were disposed off, how you disposed off? Is there any going to the court of law or police, suppose this case happens we give, internally we adjust, give the man to resign if he is a gentleman. In one of the organizations, the sexual harassment is reported by the male person for female harassment. Is there any cases reported that way in our organization? 7 are pending, is it that they have gone to the court of law? In the various geographies, how the global business will be performed in the years to come? What is your mission and vision in this regard international business? Kotak has a good reputation though your dividend is less for the better growth, we understand, certainly the transparency and competency and future growth should be protected, but reward has not come for so many years. By right issue you can increase the capital by Rs. 1, Rs. 6, from Rs. 5 to Rs. 6 that will be better, again we will split it 2-2 Rupees in the years to come. Long term mission and vision should be drawn for the betterment of the organization and we should be briefed in a nutshell on that. Thank you, majority of the speakers have spoken, I had so many questions, certainly I will mail. But grievances should be addressed well. And your operating efficiency you have to comment on that also, how are we gaining? And one last question 28 lakh ESOP has been given, at what rate is that given? Is there any lapse which will be forfeited or cancelled? How it is given? At what rate it is given? Is it free given to those who work hard? Please explain this. 28 lakh shares were issued to employees ESOP. Thank you, good luck ahead, Gentlemen.

– **Mr. Prakash Apte**

Thank you very much. Okay, thank you very much to all shareholders for raising questions and seeking clarifications. I now request Mr. Uday Kotak, Managing Director and CEO of the Bank, to provide answers and insights to the questions asked. Uday.

– **Mr. Uday Kotak**

Thank you, Chairman. Thank you shareholders for all the comments which have been raised and all the questions which have been raised. I will try and answer the questions to the best of our ability and if there is anything which needs further clarification, I will request the shareholders to separately contact the Company

Secretary for any specific matter, and we will do our best to give you the full reply and explanation.

So first of all, on the question of car loans which was asked, Kotak Mahindra Prime Limited, a subsidiary of the Bank undertakes the car financing business. Its total advances as of 31<sup>st</sup> March 2022 were Rs. 18,137 crore, up from Rs. 15,801 crore in the previous year.

The second was on home loans. On home loans, our total outstanding is Rs. 76,000 crore approximately up from Rs. 55,000 crore approximately in the previous year.

As far as diversity and women employees is concerned, we are around 28% of our total personnel in the Bank are women employees.

Number of customers: We are a total of 3.27 crore customers as of 31<sup>st</sup> March, of which roughly around 1.5 crore customers are with digital accounts.

I would also like to share there was a question on zero balance accounts, all our digital accounts under 811 have no requirement of any minimum balance and customers have the flexibility of keeping whatever balance they feel appropriate, without any charge by the Bank on minimum balance.

The branches and the presence in Gujarat: We have a total of 169 branches in Gujarat, and roughly, a total between east and north-east put together about 143 branches. We have taken the inputs from various shareholders about the expanding opportunity in the north-east and it is something which we will consider as we go forward and apply our minds more seriously to this opportunity.

There was a question with reference to listing of the subsidiaries, we have believed so far our philosophy has been that the benefits should flow to the shareholders of Kotak Mahindra Bank Limited, unless there are specific reasons why any of the subsidiaries need to be considered for listing. And at this stage, there is no plan to list any of the subsidiaries.

The question was also on ESG ratings: I am happy to inform that we are doing very well on the ESG ratings by external agencies. Our ratings as per MSCI rating is AA which is pretty high by most of the other benchmark of peers and as per CRISIL, the score is 73 which is a leadership score.

On restructured assets: our total restructured loans are amongst the lowest in banking in the standard category, and the current number is about 0.44% of advances.

There was a question on buyback: I just wanted to share that buyback is not possible under the current guidelines of RBI and SEBI for Banks in terms of the leverage ratios which have been specified in India. The ratios in India are much tighter than what are globally prevalent, therefore, you may find internationally many banks doing buybacks, but that is not feasible under Indian laws and regulations.

The ING Vysya and the legal matters, from our side we are happy to move forward, but if the matter is pending before courts we are dependent on the courts doing the

hearing and passing judgements and we will at all stage, protect the interest of our Bank.

There was a question on asking investment details and I would request the shareholder to refer to page 284 of the report.

Another question was on operating profit being lower than last year's Q1 and this year's Q4. The main reason, as you are aware, is because of a sharp increase in interest rates which led to an MTM provision of Rs. 857 crore, which we took a hit in the first quarter of this financial year.

On employees: we are currently at the Bank: 66,473 employees and at the group: 90,702 employees. This number in the previous year was around 51,000 and 72,000, respectively. Therefore, you can see that we are significantly growing our business from the earlier base and there has been a significant increase in the number of people we have increased.

On KBC, let me assure you that our marketing team has worked on the most efficient pricing and marketing price for our deal with Sony, and rest assured, we think the program is giving very good brand effectiveness to the Kotak Bank brand. And I am glad that many of you, shareholders, have actually seen it and I hope you would have enjoyed the program as well.

There were questions on CSR and I would request my colleague, Mr. Dipak Gupta to share some of the areas on CSR which we are very passionate about in terms of how we do it. So my colleague, Mr. Dipak Gupta, would you like to share the developments on CSR, please.

– **Mr. Dipak Gupta**

Sure, like Chairman mentioned we spend 2% of our average 3 year profits on CSR and if you look at where we spend it there are basically 3 areas where CSR work really is concentrated on. One is in the field of education and education takes away close to about 50% of our CSR spend. In the last 2 years, healthcare has been an important part, particularly because of Covid. So we have spent a fair amount on healthcare and we tried to focus on one or two areas of sports, particularly things like badminton and wrestling. So that is broadly how our CSR spend goes through. Now in the case of education, it is always very difficult to judge whether you should spread it widely or focus at some areas. Now, we have chosen both those options, so yes, we have focused on very, very reputed institutions like one of the shareholders mentioned, Indian Institute of Science, IIT-Chennai, IIM-Bangalore. But what you should also see is we try to also look at focusing our education, CSR spends in very weaker sections. One of our largest areas where we do CSR work is in actually Ward M in Mumbai, for some of you who may not be aware, Ward M is actually amongst the lowest in the country in terms of Human Development Index and a fair degree of our CSR spend on education goes there. And even within that education piece, we try and spread it out so that we improve not just education for the child, it is a holistic approach where the principal of the school gets trained, the teachers of the school get trained, the child, of course, and the parents actually also participate

in the entire CSR work. So it is a pretty holistic type of approach on CSR on education.

– **Mr. Uday Kotak**

Thank you, Dipak, and Chairman, there were two other points which were raised which I just want to clarify to the shareholders. One is sector wise NPA details, they are on page 307 of the report, and the second is on POSH cases, as of 31<sup>st</sup> March 2022, there were 7 balance POSH cases in number, they have been closed before this report, it is reflected on page 165.

– **Mr. Prakash Apte**

Thank you, Uday, thank you for all those clarifications and answers. As there are no more questions, I will proceed further.

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies Act (Management and Administration) Rules 2014, as amended from time to time, the applicable MCA circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read with SEBI circular on e-voting facility provided by listed entities dated December 9, 2020, and the Secretarial Standard 2 on General Meetings, the Bank has provided remote e-voting facility to enable the members to cast their vote remotely using electronic voting system, on the business set out in the Notice of this Annual General Meeting. The remote e-voting period commenced at 9:00 am IST on August 23, 2022 and ended at 5:00 pm IST on August 26, 2022. The detailed procedures to enable the members to participate in this Annual General Meeting through video conferencing, as also voting using electronic voting system has been made available in the AGM notice. Ms. Rupal D. Jhaveri, Practising Company Secretary, has been appointed as the scrutinizer for remote e-voting and the e-voting process at the meeting. I now announce that the members who have not cast their votes through remote e-voting and who are participating in this meeting can vote using e-voting facility at the AGM provided by NSDL.

I would like to thank all the Members for participating in the Meeting through video conferencing. I would also like to thank the Directors of the Bank for their participation in the meeting.

The result of the e-voting would be declared after the voting process is complete and the results have been certified by the Scrutinizer. The combined results of the remote e-voting and e-voting will be communicated to the Stock Exchanges within two working days of conclusion of the Annual General Meeting, that is on or before

Tuesday, August 30, 2022. The results declared along with the Scrutinizer's Report shall also be placed on the Bank's website and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Ladies and gentlemen, all the business set out in the Notice of this Meeting having been concluded, a time period of 30 minutes would be available for e-voting at the Meeting after which the meeting will stand closed. Thank you very much everybody.

– **Mr. Uday Kotak**

Thank you, Chairman. I will just offer a vote of thanks on behalf of all of us and also thanks to all the shareholders for attending this Meeting.

– **Mr. Prakash Apte**

Thank you. Thank you everyone.

*Note: This document has been edited to improve readability. Comments in [square brackets] indicate additional information for the sake of clarity and accuracy of facts and figures.*