



Kotak Mahindra Bank

11th October 2018

<p>The Manager Corporate Relationship, BSE Limited, 1st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.</p>	<p>The Manager National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.</p>
--	---

Dear Sir,

Reg: Quarterly Compliance Report on Corporate Governance.

Pursuant to Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Quarterly Compliance Report on Corporate Governance for the quarter ended 30th September 2018.

Kindly acknowledge receipt.

Yours faithfully,
Kotak Mahindra Bank Limited

B.R. Chandarana
Bina Chandarana
Company Secretary &
Sr. Executive Vice President

Encl: as above.



Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137

Registered Office:
27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400051,
Maharashtra, India.

T +91 22 61660000
F +91 22 67132403
www.kotak.com

COMPLIANCE REPORT ON CORPORATE GOVERNANCE - QUARTERLY

1. Name of Listed Entity : Kotak Mahindra Bank Limited
2. Quarter ending : 30th September 2018

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/N on-Executive/in dependent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Shankar Acharya	PAN NO.: AAAPA0002E DIN No. 00033242	Non-Executive Chairman	Date of appointment: 20.07.2015 Date of cessation: 19.07.2018 (at the conclusion of the Annual General Meeting)	N.A.	2	NIL	NIL
Mr.	Prakash Apte	PAN NO.: AABPA3173H DIN No. 00196106	Non-Executive Chairman - Independent	20.07.2018	31 st December 2020	2	2	1
Mr.	Uday Kotak	PAN NO. : AABPK8999F DIN No. 00007467	Managing Director & CEO	01.01.2018	N.A.	4	1	NIL

8

Mr.	Dipak Gupta	PAN NO.: AAAPG6087F DIN No. 00004771	Executive (Joint Managing Director)	01.01.2018	N.A.	1	3	NIL
Mr.	C Jayaram	PAN NO.: ACLPJ5511E DIN No. 00012214	Non-Executive Director	01.05.2016	N.A.	4	3	NIL
Mr.	Amit Desai	PAN NO.: AAQPD1916Q DIN No. 00310510	Non-Executive / Independent	18.03.2011	Up to 17 th March 2019	1	NIL	NIL
Prof.	S. Mahendra Dev	PAN NO. : AAKPS6713L DIN No. 06519869	Non-Executive / Independent	15.03.2013	Up to 14 th March 2021	2	2	1
Ms.	Farida Khambata	PAN NO.: ALJPK1909N DIN No. 06954123	Non-Executive / Independent	07.09.2014	up to 6 th September 2019	1	1	NIL
Mr.	Mark Newman	DIN No.: 03518417	Non-Executive	05.05.2015	N.A.	1	1	NIL
Mr.	Uday Khanna	PAN NO.: AFEPK7061E DIN No. 00079129	Non-Executive / Independent	16.09.2016	up to 15 th September 2021	6	4	4

§PAN number of any director would not be displayed on the website of Stock Exchange

¶Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

§

II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>
1. Audit Committee	Mr. Uday Khanna - Chairman Mr. Prakash Apte Prof. S. Mahendra Dev	Non-Executive / Independent Non-Executive / Independent Non-Executive / Independent
2. Nomination & Remuneration Committee	Mr. Amit Desai - Chairman Mr. Prakash Apte Mr. C. Jayaram	Non-Executive / Independent Non-Executive / Independent Non-Executive
3. Risk Management Committee(if applicable)	Mr. Amit Desai - Chairman Mr. Uday Kotak Mr. Dipak Gupta Mr. Gaurang Shah	Non- Executive / Independent Executive (Managing Director & CEO) Executive (Joint Managing Director) Group Head - Risk
4. Stakeholders Relationship Committee	Prof. S. Mahendra Dev - Chairman Mr. Uday Kotak Mr. Dipak Gupta	Non-Executive / Independent Executive (Managing Director & CEO) Executive (Joint Managing Director)
*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30 th April 2018 19 th May 2018	19 th July 2018 2 nd September 2018	60 days

§

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<u>Audit Committee:</u> 19 th July 2018 24 th July 2018	Yes	30 th April 2018 18 th May 2018	61 days
<u>Nomination & Remuneration Committee:</u> 7 th July 2018	Yes	28 th April 2018 18 th May 2018	-
<u>Risk Management Committee:</u> 28 th September 2018	Yes	23 rd June 2018	-
<u>Stakeholders Relationship Committee:</u> 24 th July 2018	-	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)^{refer note}</i>
Whether prior approval of audit committee obtained	Yes. Omnibus approval of Audit Committee obtained.
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report will be placed before Board of Directors at the ensuing Board Meeting scheduled. Any comments/observations/advice of Board of Directors may be mentioned here:

B.R. Chandarana

Name & Designation : Bina Chandarana

Company Secretary / Compliance Officer / ~~Managing Director~~ / CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

§



COMPLIANCE REPORT ON CORPORATE GOVERNANCE – HALF YEARLY

Name of Listed Entity : Kotak Mahindra Bank Limited
 Quarter ending : 30th September 2018

Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	No. Mr. Amit Desai, Chairman of the Nomination and Remuneration Committee was unable to attend the Annual General Meeting (AGM) due to certain unavoidable prior commitments. Pursuant to the provisions of Section 178 (7) of the Companies Act, 2013, he had authorized Mr. Prakash Apte, Member of the Nomination and Remuneration Committee to attend the AGM on his behalf.
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p align="center"><i>B.R. Chandarana</i></p> <p>Name & Designation : Bina Chandarana</p> <p>Company Secretary/ Compliance Officer/ Managing Director/ CEO</p>		



