



Kotak Mahindra Bank

12th April 2018

The Manager Corporate Relationship, BSE Limited, 1 st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.	The Manager National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.
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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 31st March 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

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Maharashtra, India.

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COMPLIANCE REPORT ON CORPORATE GOVERNANCE – ANNUAL

1. Name of Listed Entity : Kotak Mahindra Bank Limited
2. Year Ended : 31st March 2018

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	N.A.	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes



Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

B.R. Chandarana

Name & Designation : Bina Chandarana

Company Secretary / Compliance Officer / Managing Director / CEO



COMPLIANCE REPORT ON CORPORATE GOVERNANCE - QUARTERLY

1. Name of Listed Entity : Kotak Mahindra Bank Limited
2. Quarter ending : 31st March 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)	
Dr.	Shankar Acharya	PAN NO.: AAAPA0002E DIN No. 00033242	Non-Executive Chairman	20.07.2015	N.A.	2	NIL	NIL	
Mr.	Uday Kotak	PAN NO.: AABPK8999F DIN No. 00007467	Executive (Vice Chairman & Managing Director)	01.01.2015	N.A.	4	1	NIL	
Mr.	Dipak Gupta	PAN NO.: AAAPG6087F DIN No. 00004771	Executive (Joint Managing Director)	01.01.2015	N.A.	2	3	NIL	
Mr.	C Jayaram	PAN NO.: ACLPJ5511E DIN No. 00012214	Joint Managing Director till 30 th April 2016. Non-Executive Director w.e.f. 1 st May 2016.	01.05.2016	N.A.	4	3	NIL	



Mr.	Prakash Apte	PAN NO.: AABPA3173H DIN No. 00196106	Non-Executive / Independent	18.03.2011	Up to 17 th March 2019	2	1	2
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			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	
1. Audit Committee	Mr. Prakash Apte - Chairman Mr. Uday Khanna Prof. S. Mahendra Dev	Non-Executive / Independent Non-Executive / Independent Non-Executive / Independent	
2. Nomination & Remuneration Committee	Mr. Amit Desai - Chairman Dr. Shankar Acharya Mr. Prakash Apte	Non-Executive / Independent Non-Executive Non-Executive / Independent	
3. Risk Management Committee (if applicable)	Mr. Amit Desai - Chairman Mr. Uday Kotak Mr. Dipak Gupta Mr. Arvind Kathpalia	Non-Executive / Independent Executive (Vice Chairman & Managing Director) 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 (Vice Chairman & Managing Director) 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			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
25 th October 2017 2 nd December 2017 and 3 rd December 2017	19 th January 2018 16 th and 17 th March 2018	55 days	



IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee:</u> 18 th January 2018 15 th March 2018	Yes	24 th October 2017 20 th November 2017	58 days
<u>Nomination & Remuneration Committee:</u> -	Yes	24 th October 2017	-
<u>Risk Management Committee:</u> 28 th February 2018	N.A.	23 rd December 2017	-
<u>Stakeholders Relationship Committee:</u> 27 th March 2018	-	20 th November 2017	-

* 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	
Subject	Compliance status (Yes/No/NA) ^{refer note}
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

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- 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.

