



Kotak Mahindra Bank

22<sup>nd</sup> July 2019

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

**Sub: Outcome of the 34<sup>th</sup> Annual General Meeting of the Shareholders of the Bank.**

This is to inform you that the 34<sup>th</sup> Annual General Meeting (AGM) of the Bank was held on 22<sup>nd</sup> July 2019 at 10.00 a.m. at Walchand Hirachand Hall of Indian Merchants Chamber, 4<sup>th</sup> Floor, Churchgate, Mumbai – 400 020.

As per the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Bank had provided remote e-voting facility and e-voting facility at the AGM to its shareholders for voting on the business to be transacted at the AGM of the Bank. The Bank had also provided a one-way live webcast of the proceedings of the AGM.

The Bank had appointed Ms. Rupal Jhaveri, Practicing Company Secretary as the Scrutinizer for the remote e-voting and e-voting at the AGM. As per the Scrutinizer's Report, all Resolutions contained in the Notice of the AGM were approved by the Shareholders with requisite majority and all the resolutions were declared to be passed on 22<sup>nd</sup> July 2019.

Please find enclosed herewith the following:

1. Scrutinizer's Consolidated Report as on 22<sup>nd</sup> July 2019.
2. Voting Results pursuant to Regulation 44(3), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.
3. Summary of proceedings of AGM.

Thanking you,

Yours faithfully,  
**Kotak Mahindra Bank Limited**

*Bina 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  
www.kotak.com

**RUPAL D. JHAVERI**

**COMPANY SECRETARY**

22, Rajgir Chambers, 3<sup>rd</sup> Floor, 12-14, Shahid Bhagat Singh Road, Opp. Old Custom House, Mumbai 400 001. Tel.: 43440103

**REPORT OF SCRUTINIZER**

Date: July 22, 2019

To,  
**The Chairman**

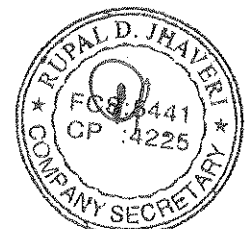
Annual General Meeting  
Of Kotak Mahindra Bank Limited ("**the Bank**") held on 22<sup>nd</sup> July 2019  
at 10:00 a.m. at Walchand Hirachand Hall of the  
Indian Merchants Chamber, 4<sup>th</sup> Floor,  
Churchgate, Mumbai – 400020.

Dear Sir,

I, Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No. 5441 and Certificate of Practice No. 4225) have been appointed by the Board of Directors of Kotak Mahindra Bank Limited as a Scrutinizer under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for remote e-Voting and voting through electronic means for the Annual General Meeting (AGM) held on 22<sup>nd</sup> July 2019 at 10:00 a.m. at Walchand Hirachand Hall of the Indian Merchants Chamber, 4<sup>th</sup> Floor, Churchgate, Mumbai – 400020 and submit our report as under:-

1. The Bank has provided remote e-voting facility on all items of the business sought to be transacted at the AGM held on 22<sup>nd</sup> July 2019. The same commenced on 18<sup>th</sup> July 2019 (9.00 a.m.) onwards and concluded on 21<sup>st</sup> July 2019 (5.00 p.m.). The remote e-voting services were provided by Karvy Computershare Private Limited (Karvy).
2. Further, during the AGM, Members who were present at the meeting but could not participate in the remote e-voting facility were provided the facility to vote through electronic means.
3. As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the AGM, Karvy provided us with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.
4. Subsequently, the votes cast through remote e-voting were unblocked at around 12:16 p.m. on 22<sup>nd</sup> July 2019 in the presence of two witnesses and the e-voting summary statement was downloaded from Karvy (<http://evoting.karvy.com>).

The summary of the results of the remote e-voting and voting through electronic means are as under:



**Resolution No. 1a: Audited Financial Statements of the Bank for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,237	1,63,78,79,473	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,56,66,01,691	100.0000
Voting - through electronic means	68	12,86,756	100.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,305</b>	<b>1,56,78,88,447</b>	<b>100.0000</b>

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	9	40	0.0000
Voting through electronic means	0	0	0.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>9</b>	<b>40</b>	<b>0.0000</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 1b: Audited Consolidated Financial Statements of the Bank for the financial year ended 31<sup>st</sup> March, 2019 and the Report of the Auditors thereon. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,245	1,63,82,01,998	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,56,69,24,216	100.0000
Voting through electronic means	68	12,86,756	100.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,313</b>	<b>1,56,82,10,972</b>	<b>100.0000</b>

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	8	39	0.0000
Voting through electronic means	0	0	0.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>8</b>	<b>39</b>	<b>0.0000</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 2: Appointment of Mr. C. Jayaram (DIN: 00012214) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,210	1,60,97,74,343	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,53,84,96,561	97.6795
Voting through electronic means	67	12,86,740	99.9988
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,277</b>	<b>1,53,97,83,301</b>	<b>97.6814</b>

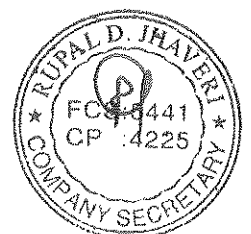
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	61	3,65,49,461	2.3205
Voting through electronic means	1	16	0.0012
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>62</b>	<b>3,65,49,477</b>	<b>2.3186</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 3a: Declaration of dividend on equity shares for the year ended 31<sup>st</sup> March, 2019. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,266	1,64,65,21,773	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,57,52,43,991	100.0000
Voting through electronic means	68	12,86,756	100.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,334</b>	<b>1,57,65,30,747</b>	<b>100.0000</b>

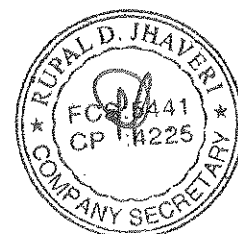
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	8	57	0.0000
Voting through electronic means	0	0	0.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>8</b>	<b>57</b>	<b>0.0000</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 3b: Confirmation of interim dividend paid on preference shares. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,259	1,64,65,21,583	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,57,52,43,801	100.0000
Voting through electronic means	68	12,86,756	100.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,327</b>	<b>1,57,65,30,557</b>	<b>100.0000</b>

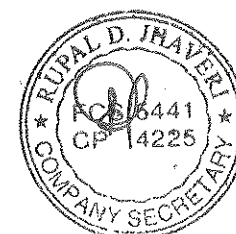
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	15	247	0.0000
Voting through electronic means	0	0	0.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>15</b>	<b>247</b>	<b>0.0000</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 4: Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) as the Auditors of the Bank, subject to approvals/consents/permissions/sanctions as may be necessary. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,249	1,64,65,21,448	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,57,52,43,666	100.0000
Voting through electronic means	68	12,86,756	100.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,317</b>	<b>1,57,65,30,422</b>	<b>100.0000</b>

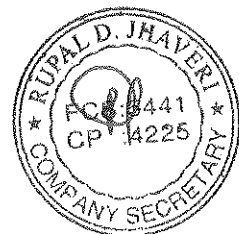
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	23	377	0.0000
Voting through electronic means	0	0	0.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>23</b>	<b>377</b>	<b>0.0000</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**





**Resolution No. 5: Appointment of Mr. Uday Shankar (DIN: 01755963) as an Independent Director of the Bank from 16<sup>th</sup> March 2019 up to 15<sup>th</sup> March 2024. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,249	1,64,65,20,636	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,57,52,42,854	99.9999
Voting through electronic means	67	12,86,740	99.9988
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,316</b>	<b>1,57,65,29,594</b>	<b>99.9999</b>

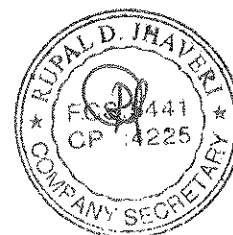
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	21	1,168	0.0001
Voting through electronic means	1	16	0.0012
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>22</b>	<b>1,184</b>	<b>0.0001</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 6: Re-appointment of Mr. Prakash Apte (DIN: 00196106) as an Independent Director of the Bank from 18<sup>th</sup> March 2019 to 17<sup>th</sup> March 2024. (Special Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,245	1,64,33,82,544	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,57,21,04,762	99.8007
Voting through electronic means	67	12,86,740	99.9988
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,312</b>	<b>1,57,33,91,502</b>	<b>99.8009</b>

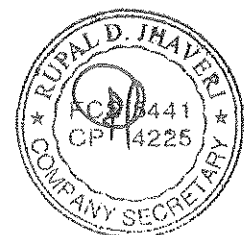
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	25	31,39,260	0.1993
Voting through electronic means	1	16	0.0012
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>26</b>	<b>31,39,276</b>	<b>0.1991</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 7: Re-appointment of Mrs. Farida Khambata (DIN: 06954123) as an Independent Director of the Bank from 7<sup>th</sup> September 2019 to 6<sup>th</sup> September 2022. (Special Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,245	1,64,34,18,230	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,57,21,40,448	99.8030
Voting through electronic means	68	12,86,756	100.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,313</b>	<b>1,57,34,27,204</b>	<b>99.8031</b>

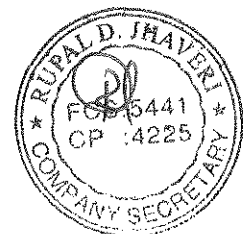
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	26	31,03,593	0.1970
Voting through electronic means	0	0	0.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>26</b>	<b>31,03,593</b>	<b>0.1969</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 8: Appointment of Mr. K.V.S. Manian (DIN: 00031794) as a Director of the Bank, with effect from the date of approval of the RBI. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,227	1,61,37,49,961	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,54,24,72,179	97.9196
Voting through electronic means	67	12,86,740	99.9988
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,294</b>	<b>1,54,37,58,919</b>	<b>97.9213</b>

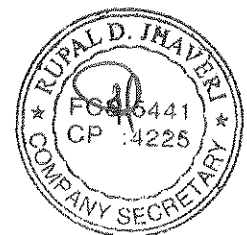
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	45	3,27,71,862	2.0804
Voting through electronic means	1	16	0.0012
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>46</b>	<b>3,27,71,878</b>	<b>2.0787</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 9: Appointment of and payment of remuneration to Mr. K.V.S. Manian (DIN: 00031794) as Whole-time Director of the Bank for the period of three years with effect from the date of approval of the RBI. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

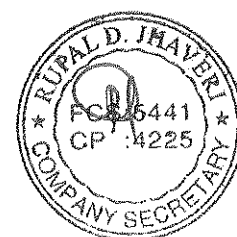
Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,215	1,63,67,33,379	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,56,54,55,597	99.4778
Voting through electronic means	67	12,86,740	99.9988
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,282</b>	<b>1,56,67,42,337</b>	<b>99.4782</b>

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	56	82,18,281	0.5222
Voting through electronic means	1	16	0.0012
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>57</b>	<b>82,18,297</b>	<b>0.5218</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**The Resolution is passed with requisite majority.**

**Resolution No. 10: Appointment of Mr. Gaurang Shah (DIN: 00016660) as a Director of the Bank, with effect from the date of approval of the RBI. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,225	1,61,37,48,951	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,54,24,71,169	97.9195
Voting through electronic means	68	12,86,756	100.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,293</b>	<b>1,54,37,57,925</b>	<b>97.9212</b>

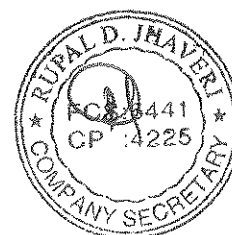
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	48	3,27,72,872	2.0805
Voting through electronic means	0	0	0.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>48</b>	<b>3,27,72,872</b>	<b>2.0788</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*The Resolution is passed with requisite majority.*



**Resolution No. 11: Appointment of and payment of remuneration to Mr. Gaurang Shah (DIN: 00016660) as Whole-time Director of the Bank for the period of three years with effect from the date of approval of the RBI. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,205	1,63,41,32,790	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,56,28,55,008	99.4768
Voting through electronic means	68	12,86,756	100.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,273</b>	<b>1,56,41,41,764</b>	<b>99.4773</b>

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	55	82,19,126	0.5232
Voting through electronic means	0	0	0.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>55</b>	<b>82,19,126</b>	<b>0.5227</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**



**Resolution No. 12: Approval to issue unsecured, perpetual and/or redeemable non-convertible debentures/bonds for an amount up to Rs. 5,000 crore. (Special Resolution)**

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	1,247	1,64,39,66,826	
Less : Votes not considered pursuant to Section 12(2) of the Banking Regulation Act, 1949		7,12,77,782*	
Remote e-voting (Total votes considered)		1,57,26,89,044	99.9860
Voting through electronic means	68	12,86,756	100.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>1,315</b>	<b>1,57,39,75,800</b>	<b>99.9860</b>

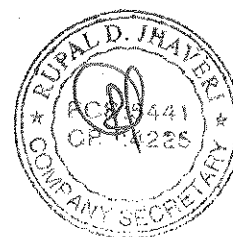
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	26	2,20,780	0.0140
Voting through electronic means	0	0	0.0000
<b>Total (Remote E-voting + Voting through electronic means)</b>	<b>26</b>	<b>2,20,780</b>	<b>0.0140</b>

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast in favour of the resolution
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**The Resolution is passed with requisite majority.**





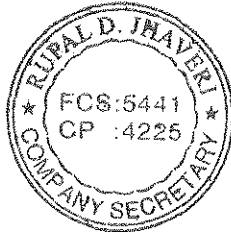
*\*IEPF Shares are not considered for total voting rights.*

All the Resolutions mentioned in the Notice convening the AGM as per the details stated above stand passed under remote e-voting and voting conducted at AGM, with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the registers from the service provider in respect of the votes cast through remote e-voting and voting conducted at the AGM by the members of the Bank. The other relevant records relating to remote e-voting and voting conducted at the AGM is under my safe custody and will be handed over to the Company Secretary for safe keeping after the Chairman signs the minutes.

Thanking you,

Yours faithfully



**Rupal D. Jhaveri**

Practicing Company Secretary.

FCS No.5441

CP No. 4225

Place: Mumbai

Date: 22<sup>nd</sup> July, 2019

I Accept:



**Mr. Prakash Apte**

Chairman

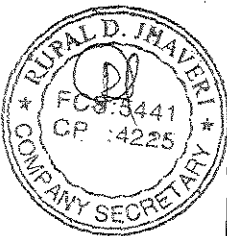
Kotak Mahindra Bank Limited

Place: Mumbai

Date: 22<sup>nd</sup> July, 2019

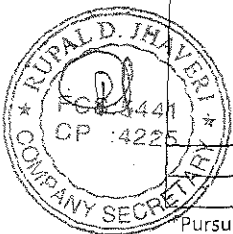
		KOTAK MAHINDRA BANK LIMITED						
Date of the AGM/EGM		22-07-2019						
Total number of shareholders on record date		246833						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		1						
Public:		119						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Resolution No.	1a							
Resolution required: (Ordinary/ Special)	ORDINARY - 1 a Audited Financial Statements of the Bank for the financial year ended 31st March, 2019 and the reports of the Board of Directors and the Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting		917,017,310	91.8478	917,017,310	0	100.0000	0.0000
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			917,017,310	91.8478	917,017,310	0	100.0000
Public- Non Institutions	E-Voting	338,604,187	149,575,607					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	149,575,607	44.5872	149,575,567	40	100.0000	0.0000
	Poll		1,286,756	0.3800	1,286,756	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			150,862,363	44.9672	150,862,323	40	100.0000	0.0000
Total		1,835,065,750	1,567,888,487	85.4405	1,567,888,447	40	100.0000	0.0000

\*Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 25% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



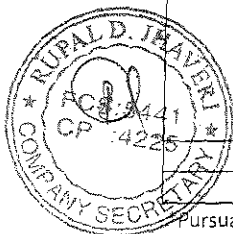
Resolution No.	1 b							
Resolution required: (Ordinary/ Special)	ORDINARY - 1 b Audited Consolidated Financial Statements of the Bank for the financial year ended 31st March, 2019 and the Report of the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			500,008,814	99.7647	500,008,814	0	100.0000
Public- Institutions	E-Voting		917,320,453	91.8782	917,320,453	0	100.0000	0.0000
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			917,320,453	91.8782	917,320,453	0	100.0000
Public- Non Institutions	E-Voting	338,604,187	149,594,988					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	149,594,988	44.5929	149,594,949	39	100.0000	0.0000
	Poll		1,286,756	0.3800	1,286,756	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			150,881,744	44.9729	150,881,705	39	100.0000
<b>Total</b>		<b>1,835,065,750</b>	<b>1,568,211,011</b>	<b>85.4580</b>	<b>1,568,210,972</b>	<b>39</b>	<b>100.0000</b>	<b>0.0000</b>

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



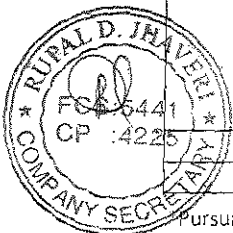
Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. C. Jayaram (DIN:00012214) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			500,008,814	99.7647	500,008,814	0	100.0000
Public- Institutions	E-Voting		919,672,626	92.1138	883,145,905	36,526,721	96.0282	3.9717
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			919,672,626	92.1138	883,145,905	36,526,721	96.0283
Public- Non Institutions	E-Voting	338,604,187	155,364,582					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,364,582	46.3128	155,341,842	22,740	99.9854	0.0146
	Poll		1,286,756	0.3800	1,286,740	16	99.9987	0.0012
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			156,651,338	46.6928	156,628,582	22,756	99.9855
Total		1,835,065,750	1,576,332,778	85.9006	1,539,783,301	36,549,477	97.6814	2.3186

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



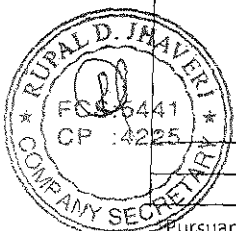
Resolution No.	3 a							
Resolution required: (Ordinary/ Special)	ORDINARY - 3 a Declaration of dividend on equity shares for the year ended 31st March, 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting		919,672,626	92.1138	919,672,626	0	100.0000	0.0000
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		919,672,626	92.1138	919,672,626	0	100.0000	0.0000
Public- Non Institutions	E-Voting	338,604,187	155,562,608					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,608	46.3718	155,562,551	57	100.0000	0.0000
	Poll		1,286,756	0.3800	1,286,756	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		156,849,364	46.7518	156,849,307	57	100.0000	0.0000
	Total	1,835,065,750	1,576,530,804	85.9114	1,576,530,747	57	100.0000	0.0000

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



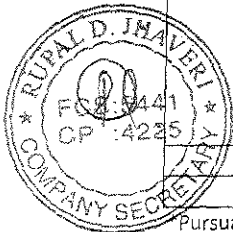
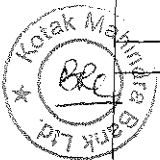
Resolution No.	3 b							
Resolution required: (Ordinary/ Special)	ORDINARY - 3 b Confirmation of interim dividend paid on preference shares							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting		919,672,626	92.1138	919,672,626	0	100.0000	0.0000
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		919,672,626	92.1138	919,672,626	0	100.0000	0.0000
Public- Non Institutions	E-Voting	338,604,187	155,562,608					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,608	46.3718	155,562,361	247	99.9998	0.0002
	Poll		1,286,756	0.3800	1,286,756	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		156,849,364	46.7518	156,849,117	247	99.9998	0.0002
	Total	1,835,065,750	1,576,530,804	85.9114	1,576,530,557	247	100.0000	0.0000

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



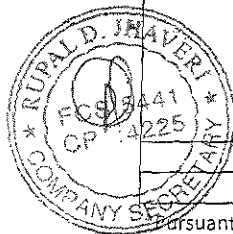
Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) as the Auditors of the Bank, subject to approvals/consents/permissions/sanctions as may be necessary.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting		919,672,626	92.1138	919,672,626	0	100.0000	0.0000
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		919,672,626	92.1138	919,672,626	0	100.0000	0.0000
Public- Non Institutions	E-Voting	338,604,187	155,562,603					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,603	46.3718	155,562,226	377	99.9998	0.0002
	Poll		1,286,756	0.3800	1,286,756	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		156,849,359	46.7518	156,848,982	377	99.9998	0.0002
	Total	1,835,065,750	1,576,530,799	85.9114	1,576,530,422	377	100.0000	0.0000

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Uday Shankar (DIN:01755963) as an Independent Director of the Bank from 16th March 2019 up to 15th March 2024.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting		919,672,626	92.1138	919,672,626	0	100.0000	0.0000
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			919,672,626	92.1138	919,672,626	0	100.0000	0.0000
Public- Non Institutions	E-Voting	338,604,187	155,562,582					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,582	46.3718	155,561,414	1,168	99.9992	0.0008
	Poll		1,286,756	0.3800	1,286,740	16	99.9987	0.0012
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			156,849,338	46.7518	156,848,154	1,184	99.9992	0.0008
Total		1,835,065,750	1,576,530,778	85.9114	1,576,529,594	1,184	99.9999	0.0001

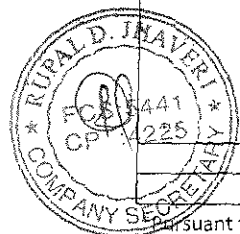
Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".





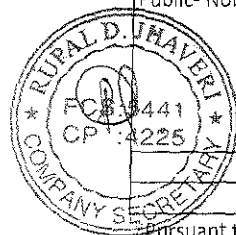
Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Prakash Apte (DIN:00196106) as an Independent Director of the Bank from 18th March 2019 to 17th March 2024.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting	998,409,682	919,672,626	92.1138	916,533,559	3,139,067	99.6586	0.3413
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			919,672,626	92.1138	916,533,559	3,139,067	99.6587
Public- Non Institutions	E-Voting	338,604,187	155,562,582					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,582	46.3718	155,562,389	193	99.9999	0.0001
	Poll		1,286,756	0.3800	1,286,740	16	99.9987	0.0012
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			156,849,338	46.7518	156,849,129	209	99.9999
Total		1,835,065,750	1,576,530,778	85.9114	1,573,391,502	3,139,276	99.8009	0.1991

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



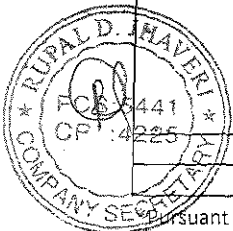
Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mrs. Farida Khambata (DIN:06954123) as an Independent Director of the Bank from 7th September 2019 to 6th September 2022.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting		919,672,626	92.1138	916,789,628	2,882,998	99.6865	0.3134
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			919,672,626	92.1138	916,789,628	2,882,998	99.6865
Public- Non Institutions	E-Voting	338,604,187	155,562,601					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,601	46.3718	155,342,006	220,595	99.8582	0.1418
	Poll		1,286,756	0.3800	1,286,756	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			156,849,357	46.7518	156,628,762	220,595	99.8594	0.1406
Total		1,835,065,750	1,576,530,797	85.9114	1,573,427,204	3,103,593	99.8031	0.1969

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



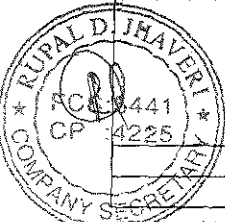
Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. K.V.S. Manian (DIN:00031794) as a Director of the Bank, with effect from the date of approval of the RBI.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting	998,409,682	919,672,626	92.1138	887,121,259	32,551,367	96.4605	3.5394
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		919,672,626	92.1138	887,121,259	32,551,367	96.4605	3.5395
Public- Non Institutions	E-Voting	338,604,187	155,562,601					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,601	46.3718	155,342,106	220,495	99.8583	0.1417
	Poll		1,286,756	0.3800	1,286,740	16	99.9987	0.0012
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		156,849,357	46.7518	156,628,846	220,511	99.8594	0.1406
Total		1,835,065,750	1,576,530,797	85.9114	1,543,758,919	32,771,878	97.9213	2.0787

pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



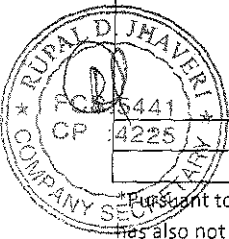
Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of and payment of remuneration to Mr. K.V.S. Manian (DIN:00031794) as Whole-time Director of the Bank for the period of three years with effect from the date of approval of the RBI.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act. 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting		918,102,488	91.9565	910,104,916	7,997,572	99.1289	0.8710
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			918,102,488	91.9565	910,104,916	7,997,572	99.1289
Public- Non Institutions	E-Voting	338,604,187	155,562,576					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,576	46.3718	155,341,867	220,709	99.8581	0.1419
	Poll		1,286,756	0.3800	1,286,740	16	99.9987	0.0012
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			156,849,332	46.7518	156,628,607	220,725	99.8593	0.1407
Total		1,835,065,750	1,574,960,634	85.8258	1,566,742,337	8,218,297	99.4782	0.5218

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



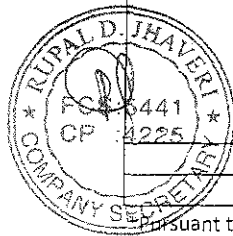
Resolution No.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Gaurang Shah (DIN:00016660) as a Director of the Bank, with effect from the date of approval of the RBI.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting		919,672,626	92.1138	887,121,259	32,551,367	96.4605	3.5394
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			919,672,626	92.1138	887,121,259	32,551,367	96.4605
Public- Non Institutions	E-Voting	338,604,187	155,562,601					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,601	46.3718	155,341,096	221,505	99.8576	0.1424
	Poll		1,286,756	0.3800	1,286,756	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			156,849,357	46.7518	156,627,852	221,505	99.8588	0.1412
Total		1,835,065,750	1,576,530,797	85.9114	1,543,757,925	32,772,872	97.9212	2.0788

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



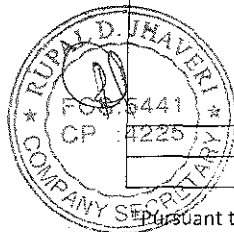
Resolution No.	11							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of and payment of remuneration to Mr. Gaurang Shah (DIN:00016660) as Whole-time Director of the Bank for the period of three years with effect from the date of approval of the RBI.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting	998,409,682	915,502,717	91.6961	907,505,145	7,997,572	99.1264	0.8735
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		915,502,717	91.6961	907,505,145	7,997,572	99.1264	0.8736
Public- Non Institutions	E-Voting	338,604,187	155,562,603					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,562,603	46.3718	155,341,049	221,554	99.8576	0.1424
	Poll		1,286,756	0.3800	1,286,756	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		156,849,359	46.7518	156,627,805	221,554	99.8587	0.1413
Total		1,835,065,750	1,572,360,890	85.6842	1,564,141,764	8,219,126	99.4773	0.5227

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



Resolution No.	12							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to issue unsecured, perpetual and/or redeemable non-convertible debentures/bonds for an amount up to Rs.5,000 crore.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	572,465,964	571,286,596					
	Less : Not considered pursuant to section 12(2) of Banking Regulation Act 1949	71,277,782	71,277,782					
	Votes Considered	501,188,182	500,008,814	99.7647	500,008,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			500,008,814	99.7647	500,008,814	0	100.0000	0.0000
Public- Institutions	E-Voting		917,104,515	91.8565	917,104,515	0	100.0000	0.0000
	Poll	998,409,682	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total			917,104,515	91.8565	917,104,515	0	100.0000
Public- Non Institutions	E-Voting	338,604,187	155,796,495					
	Less : IEPF shares not considered for voting	3,136,301	0					
	Votes Considered	335,467,886	155,796,495	46.4416	155,575,715	220,780	99.8583	0.1417
	Poll		1,286,756	0.3800	1,286,756	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total			157,083,251	46.8216	156,862,471	220,780	99.8595	0.1405
Total		1,835,065,750	1,574,196,580	85.7842	1,573,975,800	220,780	99.9860	0.0140

Pursuant to Section 12(2) of the Banking Regulation Act, 1949, voting rights of the members exceeding 26% of the total voting rights of the shareholders of the Company have not been considered. The same has also not been considered in the row - "Total".



**Summary of proceedings of the Annual General Meeting of Kotak Mahindra Bank Limited held on 22<sup>nd</sup> July 2019**

The Annual General Meeting (AGM) of Kotak Mahindra Bank Limited was held on Monday, 22<sup>nd</sup> July 2019 at 10.00 a.m. at Walchand Hirachand Hall of the Indian Merchant Chamber, 4<sup>th</sup> Floor, Churchgate, Mumbai – 400 020. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Bank had provided one-way live webcast of the proceedings of the AGM.

Mr. Prakash Apte, Non-Executive Chairman of the Bank, chaired the meeting.

The meeting was attended by 120 members as per the attendance records for the said AGM.

The following Directors were present:

- 1) Mr. Prakash Apte, Non-Executive Chairman
- 2) Mr. Uday Kotak, Managing Director & CEO
- 3) Mr. Dipak Gupta, Joint Managing Director
- 4) Mr. C. Jayaram, Non-Executive Director
- 5) Prof. Mahendra Dev, Non-Executive Independent Director and Chairman of the Stakeholders Relationship Committee
- 6) Ms. Farida Khambata, Non-Executive Independent Director & Chairman of the Nomination & Remuneration Committee
- 7) Mr. Uday Khanna, Non-Executive Independent Director & Chairman of the Audit Committee
- 8) Mr. Uday Shankar – Non-Executive Independent Director

The representatives of the Statutory Auditors and the Secretarial Auditor were also present for the meeting.

The requisite quorum having been present, the Chairman of the Meeting called the Meeting to order and welcomed the members.

The Register of Directors' and Key Managerial Personnel and their Shareholdings under Section 170 of the Companies Act, 2013, ("the Act"), the certificate from the Statutory Auditors of the Bank pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the proxies and representations under Section 113 of the Act, validly registered with the Bank, along with the Register in which they had been entered, were placed at the Meeting.

The Chairman informed the members that the auditor's report issued by the Statutory Auditors and the Secretarial Auditor had no qualifications, observations, adverse comments or remarks. With the consent of the members present, the Notice of the Meeting and the auditor's reports were taken as read.

The Chairman then initiated the proceedings with a speech and expressed pleasure in addressing the shareholders for the first time as the Chairman of the Bank. He briefed the members on the theme of the Annual Report, economic and banking sector overview, performance overview for 2018-19, outlook and the various awards and accolades won by Mr. Uday Kotak & the Bank. He also expressed his gratitude to the shareholders, the Board and the Management.

The Chairman stated that the meeting had been convened to seek approval of the members for ordinary and special business items as detailed in the Notice of the AGM. The Chairman then invited Mr. Uday Kotak to make a brief presentation.





After the presentation, the Chairman invited queries and comments from the members on the agenda items and the matters related to the Annual Report for FY 2018-19.

Some of the members commented / enquired on various matters including the Annual Report and the business/operations of the Bank, which were replied to by the Managing Director & CEO of the Bank.

The Chairman then informed the Members that in accordance with the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank had provided a remote e-voting facility to enable the members to cast vote electronically on the agenda items specified in the Notice of the AGM. Further, in order to give an opportunity of voting to the shareholders present at the meeting and who had not e-voted, the Bank had arranged for voting through electronic system.

The remote e-voting period had commenced on 18<sup>th</sup> July 2019 and ended on 21<sup>st</sup> July 2019. Ms. Rupal D. Jhaveri, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the remote e-voting process and voting through electronic system at the AGM.

The Chairman authorized the Whole-time Directors and the Company Secretary of the Bank, severally to declare the combined results of the remote e-voting and voting through electronic system at the AGM. He informed that the combined results would be displayed on the website of the Bank, website of Karvy Fintech Pvt. Ltd. i.e. service providers of the remote e-voting facility & voting through electronic system at the AGM and would also be communicated to the Stock Exchanges.

The following items of business as stated in the Notice of the AGM of the Bank were taken up for consideration:

**Ordinary Business:**

1. a. Adoption of the audited financial statements of the Bank for the financial year ended 31<sup>st</sup> March 2019 and the reports of the Directors and the Auditors thereon. (Ordinary Resolution)  
b. Adoption of the audited consolidated financial statements of the Bank for the financial year ended 31<sup>st</sup> March 2019 and the Report of the Auditors thereon. (Ordinary Resolution)
2. Appointment of Mr. C Jayaram (DIN:00012214), Director of the Bank who retires by rotation. (Ordinary Resolution)
3. a. Declaration of dividend on equity shares. (Ordinary Resolution)  
b. Confirmation for payment of interim dividend on preference shares. (Ordinary Resolution)

**Special Business:**

4. Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) as Auditors of the Bank and fixing their remuneration. (Ordinary Resolution)
5. Appointment of Mr. Uday Shankar (DIN: 01755963) as an Independent Director of the Bank from 16<sup>th</sup> March 2019 up to 15<sup>th</sup> March 2024. (Ordinary Resolution)



6. Re-appointment of Mr. Prakash Apte (DIN: 00196106) as an Independent Director of the Bank from 18<sup>th</sup> March 2019 -to 17<sup>th</sup> March 2024. (Special Resolution)
7. Re-appointment of Mrs. Farida Khambata (DIN: 06954123) as an Independent Director of the Bank from 7<sup>th</sup> September 2019 to 6<sup>th</sup> September 2022. (Special Resolution)
8. Appointment of Mr. K.V.S Manian (DIN: 00031794) as a Director of the Bank, with effect from the date of approval of the Reserve Bank of India. (Ordinary Resolution)
9. Appointment of and payment of remuneration of Mr. K.V.S Manian (DIN: 00031794) as Whole-time Director of the Bank for the period of three years with effect from the date of approval of the Reserve Bank of India. (Ordinary Resolution)
10. Appointment of Mr. Gaurang Shah (DIN: 00016660) as a Director of the Bank with effect from the date of approval of the Reserve Bank of India. (Ordinary Resolution)
11. Appointment of and payment of remuneration to Mr. Gaurang Shah (DIN: 00016660) as Whole-time Director of the Bank for the period of three years with effect from the date of approval of the Reserve Bank of India. (Ordinary Resolution)
12. Approval to issue unsecured, perpetual and/or redeemable non-convertible debentures/bonds for an amount up to ₹5,000 crore. (Special Resolution)

On the basis of the Scrutinizer's Report dated 22<sup>nd</sup> July 2019, on the combined voting results of the remote e-voting and voting through electronic means conducted at the AGM, all the resolutions as set out in the Notice of the AGM dated 31<sup>st</sup> May 2019, were passed by the Members with requisite majority and hence deemed to be passed on the date of AGM.

