



November 20, 2014

Kotak Mahindra Bank Limited
27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sirs,

Sub: Proposed merger of ING Vysya Bank Limited ("ING Vysya") with Kotak Mahindra Bank Limited ("Kotak" or the "Company") ("Proposed Transaction")

The Company has requested us to issue a fairness opinion ("Opinion") from a financial point of view of the Share Exchange Ratio (as defined below) in relation to the Proposed Transaction.

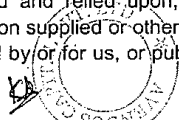
In arriving at our Opinion, we have reviewed historical financial and business information and listed stock price data. We have also reviewed certain publicly available information, and have taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions. We have also reviewed the share exchange ratio report issued to the ING Vysya and Kotak by S.R.Batliloi & Co. LLP and Price Waterhouse & Co. LLP ("Valuers") for the share exchange ratio recommended as 725 (Seven Hundred Twenty Five) fully paid up equity shares of Kotak of face value of INR 5/- per share will be issued for every 1,000 (One Thousand) fully paid up equity shares of ING Vysya of face value INR 10/- per share (the "Share Exchange Ratio").

In addition to above, we have had discussions with the members of the management of the ING Vysya and Kotak on the past and current business operations of the concerned businesses, their future prospects and operations, and have received management representation letter from Kotak dated November 19, 2014 ("Management Representation Letter").

Further, we have had discussions with Valuers, the valuation advisors, on such matters which we believed were necessary or appropriate for the purpose of issuing this Opinion.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge ING Vysya and Kotak to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to



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understand that all information that was relevant for the purpose of our exercise was disclosed to us. We have not conducted any evaluation or appraisal of any assets or liabilities of ING Vysya and Kotak nor have we evaluated the solvency or fair value of ING Vysya and Kotak, under any laws relating to bankruptcy, insolvency or similar matters.

We express no view as to, and our Opinion does not address, the underlying business decision of ING Vysya and Kotak to effect the Proposed Transaction or the merits of the Proposed Transaction.

We will receive a fee for our services in connection with the delivery of this Opinion from Kotak.

In the ordinary course of business, we and our affiliates may actively trade or hold securities of companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, we and our affiliates maintain relationships with ING Vysya and Kotak and their respective affiliates.

This Opinion is provided solely for the benefit of the Board of Directors of Kotak, and shall not be used for any other purpose, except to the extent required by law or by the request or requirement of any, judicial, statutory, regulatory, legislative, administrative or other governmental body. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of Kotak, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this letter may be shown or who may acquire a copy of this Letter.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion, the courts of Mumbai shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, it is our view that, as of the date hereof, the proposed Share Exchange Ratio is fair and reasonable from a financial point of view.

Yours faithfully,

For Avendus Capital Private Limited

Kaushal Aggarwal

Authorised Signatory

Kaushal Aggarwal

Managing Director



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