

Notice

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of Kotak Mahindra Bank Limited will be held on Monday, 22nd July 2019, 10.00 a.m. at Walchand Hirachand Hall of the Indian Merchants Chamber, 4th Floor, Churchgate, Mumbai - 400 020 to transact the following business:

1. To consider and adopt:
 - a) the 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; and
 - b) the audited consolidated financial statements of the Bank for the financial year ended 31st March 2019 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. C. Jayaram (DIN:00012214) who retires by rotation and, being eligible, offers himself for re-appointment.
3.
 - (a) To declare dividend on equity shares.
 - (b) To confirm payment of interim dividend on preference shares

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, the Banking Regulation Act, 1949, based on the recommendation of the Audit Committee and subject to the approvals/consents/permissions/ sanctions as may be necessary from the concerned regulatory/statutory authority(ies), M/s. Walker Chandio & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) be and are hereby appointed Auditors of the Bank, in place of retiring Auditors M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, to hold office from the conclusion of the Thirty Fourth Annual General Meeting until the conclusion of the Thirty Sixth Annual General Meeting of the Bank, at an annual remuneration / fees of ₹1,90,00,000 (Rupees One crore ninety lakhs only) plus outlays and taxes at the applicable rates, for the purpose of audit of the Bank's accounts with the power to the Board including relevant Committee(s) thereof to alter and vary the terms and conditions arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in change in scope of work.

“RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”
5. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Section 10-A(2-A) of the Banking Regulation Act, 1949, Mr. Uday Shankar (DIN:01755963) in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank who shall hold office from 16th March 2019 up to 15th March 2024 and that he shall not be liable to retire by rotation.”
6. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Section 10-A(2-A) of the Banking Regulation Act, 1949, Mr. Prakash Apte (DIN: 00196106) in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Bank who shall hold office for a second term from 18th March 2019 to 17th March 2024 and that he shall not be liable to retire by rotation.”
7. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Section 10-A(2-A) of the Banking Regulation Act, 1949, Mrs. Farida Khambata (DIN: 06954123) in respect of whom the Bank has received a notice in writing from a Member proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Bank who shall hold office for a second term from 7th September 2019 to 6th September 2022 and that she shall not be liable to retire by rotation.”

8. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that Mr. K.V.S. Manian (DIN: 00031794) whose appointment was recommended by the Board initially as an Additional Director acting as Whole-time Director of the Bank for a period of three years with effect from the date of approval of the Reserve Bank of India (RBI) pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed, subject to approval of RBI, as a Director of the Bank.”

9. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 35-B and other applicable provisions, if any, of the Banking Regulation Act, 1949 or any amendments thereto or any modification or statutory re-enactment(s) thereof, applicable provisions of the Companies Act, 2013 or any amendments thereto or any modification or statutory re-enactment(s) thereof, and subject to the approvals, as may be necessary from the Reserve Bank of India (the “RBI”) and other concerned authorities or regulatory bodies and subject to conditions as may be prescribed by such authorities or regulatory bodies while granting such approvals, the approval of the members of the Bank be and is hereby accorded for the appointment 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 on the following terms of remuneration:

Basic Salary	Up to ₹27.50 lakhs per month
Performance bonus	As may be decided by the Board of Directors, subject to approval of RBI
Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment.	Up to ₹50 lakh per annum
Perquisites	
a. Housing Accommodation	Fully furnished leased accommodation or House Rent Allowance
b. Car	Use of the Bank's car for official and private purposes.
c. Medical Reimbursement	As per the Bank's rules applicable to employees of the Bank, subject to maximum of ₹10 lakhs per annum.
Provident Fund/ Gratuity/ Superannuation or allowance thereof	As per the Bank's rules applicable to employees of the Bank.
Leave Travel Allowance	Up to ₹10 lakh per annum
Other benefits towards club fees for subscription to two clubs, health insurance, leave.	As per the Bank's rules applicable to employees of the Bank.
Employee Stock options	As may be granted by Nomination & Remuneration Committee.

“RESOLVED FURTHER that the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee which the Board of Directors of the Bank may have constituted or may thereafter constitute and delegate with the powers necessary for the purpose) of the Bank be and is hereby authorized to fix the actual amount of remuneration and perquisites, payable or to be provided to Mr. Manian and vary or increase the same from time to time, within the limits approved by the members, to the extent the Board may consider appropriate and as may be permitted or authorised by RBI on an application made by the Bank.

“RESOLVED FURTHER that Mr. Manian shall be subject to retirement by rotation during his tenure as Whole-time Director.

“RESOLVED FURTHER that in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr. Manian as minimum remuneration.

“AND RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things and to execute any agreements, documents or instructions as may be required to give effect to this resolution.”

10. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that Mr. Gaurang Shah (DIN: 00016660) whose appointment was recommended by the Board initially as an Additional Director acting as Whole-time Director of the Bank for a period of three years with effect from the date of approval of the Reserve Bank of India pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed subject to the approval of RBI as a Director of the Bank.”

11. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 35-B and other applicable provisions, if any, of the Banking Regulation Act, 1949 or any amendments thereto or any modification or statutory re-enactment(s) thereof, applicable provisions of the Companies Act, 2013

or any amendments thereto or any modification or statutory re-enactment(s) thereof, and subject to the approvals, as may be necessary from the Reserve Bank of India (the "RBI") and other concerned authorities or regulatory bodies and subject to conditions as may be prescribed by such authorities or regulatory bodies while granting such approvals, the approval of the members of the Bank be and is hereby accorded for the appointment of 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 on the following terms of remuneration:

Basic Salary	Up to ₹27.50 lakhs per month
Performance bonus	As may be decided by the Board of Directors, subject to approval of RBI
Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment.	Up to ₹50 lakh per annum
Perquisites	
a. Housing Accommodation	Fully furnished leased accommodation or House Rent Allowance
b. Car	Use of the Bank's car for official and private purposes.
c. Medical Reimbursement	As per the Bank's rules applicable to employees of the Bank, subject to maximum of ₹10 lakhs per annum.
Provident Fund/ Gratuity/ Superannuation or allowance thereof	As per the Bank's rules applicable to employees of the Bank.
Leave Travel Allowance	Up to ₹10 lakh per annum
Other benefits towards club fees for subscription to two clubs, health insurance, leave.	As per the Bank's rules applicable to employees of the Bank.
Employee Stock options	As may be granted by Nomination & Remuneration Committee.

"RESOLVED FURTHER that the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee which the Board of Directors of the Bank may have constituted or may thereafter constitute and delegate with the powers necessary for the purpose) of the Bank be and is hereby authorized to fix the actual amount of remuneration and perquisites, payable or to be provided to Mr. Shah and vary or increase the same from time to time, within the limits approved by the members, to the extent the Board may consider appropriate and as may be permitted or authorised by RBI on an application made by the Bank.

"RESOLVED FURTHER that Mr. Shah shall be subject to retirement by rotation during his tenure as Whole-time Director.

"RESOLVED FURTHER that in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr. Shah as minimum remuneration.

"AND RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things and to execute any agreements, documents or instructions as may be required to give effect to this resolution."

12. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the relevant provisions of the Memorandum and Articles of Association of the Bank, the provisions of Section 42 and other applicable provisions of the Companies Act, 2013, and any rules, guidelines or circulars issued thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the rules, guidelines and circulars issued by the Reserve Bank of India from time to time and such other rules and regulations as may be applicable and, the consent of the Members of the Bank be and is hereby accorded to borrowings/ raising of funds by the Board of Directors of the Bank ("Board") by way of issue of redeemable securities in the nature of unsecured non-convertible debentures/ bonds/ other debt securities, in Indian/ foreign currencies in the domestic and/ or overseas markets, in one or more tranches, for an amount up to ₹ 5,000 crore (Rupees Five Thousand Crore Only), for its general corporate purposes within the overall borrowing limits of the Bank, on a private placement basis in one or more tranches and series, as per the structure and on such terms and conditions as may be determined, from time to time, by the Board."

"RESOLVED FURTHER that the Board (including any Committee thereof) and any other person duly authorised by the Board be and is hereby severally authorised to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard."

NOTES

A. Voting by Electronic means:

The instructions for remote e-voting are as under:

- (1) Remote E-voting: In compliance with 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 Regulations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote by electronic means. The Bank has engaged the services of Karvy Fintech Private Limited (Karvy) to provide e-voting facility on all resolutions set forth in this Notice.
- (2) Members whose email IDs are registered with the Bank/Depository Participant(s) will receive an email from Karvy informing them of their user id and password. On receiving the email, members will need to go through the following steps to complete the e-voting process:
 - i. Log on to the e-voting website: URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., Kotak Mahindra Bank Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together not exceeding your total shareholding. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email rupaldjhaveri@rediffmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Kotak Mahindra Bank Limited 34th Annual General Meeting".
- (3) Members whose email IDs are not registered with the Bank/Depository Participant(s) will receive a physical copy of instructions:
 - (i) Remote E-Voting Event Number (EVEN), User ID and Password is provided in the E-voting Form.
 - (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

B. Voting at Annual General Meeting (AGM):

The facility for voting by electronic means shall also be made available at the meeting for the members who have not cast their vote prior to the meeting. In case of any unforeseen technical failure or eventuality resulting in non-functionality of the electronic voting system at

the meeting, Members would be provided the ballot paper for casting their votes at the meeting. The Members who have cast their vote prior to the meeting by remote E-voting may also attend the meeting but shall not be entitled to vote again or change their vote at the meeting.

OTHER INSTRUCTIONS:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call Karvy on 040-67162222 & Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The remote e-voting period commences on Thursday, 18th July 2019 (9.00 am onwards) and ends on Sunday, 21st July 2019 (till 5.00 pm). During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 15th July 2019, may cast their vote electronically in the manner and process set out herein above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Any person, who acquires shares of the Bank and becomes a member of the Bank after dispatch of the notice and holds shares as of the cut-off date i.e. Monday, 15th July 2019, may obtain the login ID and password by sending a request at evoting@karvy.com. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- v. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on <https://evoting.karvy.com> or call Karvy at the following Toll Free No.: 1800 3454 001.
- vi. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date Monday, 15th July 2019, subject to applicable laws.
- vii. Ms. Rupal D. Jhaveri, (FCS Membership No.5441 and Certificate of Practice No. 4225), Practicing Company Secretary and in her absence Ms. Sadhana Yadav, (FCS Membership No.27559 and Certificate of Practice No. 16932), Practicing Company Secretary & Partner in RJSY & Associates, has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- viii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Bank and within a period not exceeding 48 hours from the conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- ix. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- x. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Bank's website www.kotak.com and on the website of Karvy <https://evoting.karvy.com> and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Bank are listed, for placing the same on their websites.

C. Webcast facility

Your bank is pleased to provide the facility of live webcast of the proceedings of the Annual General Meeting. Members who are entitled to participate in the Annual General Meeting can view the proceedings of Annual General Meeting by logging on the e-voting website of Karvy at <https://evoting.karvy.com> using their secure login credentials. Members are encouraged to use this facility of webcast.

D. General

1. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item Nos. 4 to 12 of the Notice dated 31st May 2019 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND OR VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. The instrument appointing a proxy, to be effective, must be duly filled, stamped and signed and must reach the Bank's Registered Office not later than 48 hours before the commencement of the Meeting.
5. Members can submit questions in advance concerning the resolutions to be considered at the Meeting, in writing (disclosing Folio No./DP ID & CL ID & shareholding), to the Company Secretary at the Registered office of the Bank or by email to general.meetings@kotak.com to be received not later than 3 days in advance of the meeting.
6. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
7. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
9. Corporate members are requested to send to the Registered Office of the Bank a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the general meeting.
10. The Register of Members and the Share Transfer Books of the Bank will be closed from Tuesday, 16th July 2019 to Monday, 22nd July 2019 both days inclusive, for the purpose of payment of dividend.
11. If the dividend on shares, as recommended by the Board of Directors, is declared at the Meeting, payment thereof will be made on or before Tuesday, 30th July 2019, to those members whose names appear on the Register of Members of the Bank as on Monday, 15th July 2019. In respect of shares held in dematerialized form in the Depository system, dividend thereon will be paid to the beneficial owners as per the list to be provided by the Depositories.
12. All correspondence regarding shares of the Bank should be addressed to the Bank's Registrar and Transfer Agent, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
13. Members may avail of the facility for making nominations in respect of the shares held by them. All rights of transfer and/or to amounts payable in respect of the shares shall vest in the nominee in the event of the death of the shareholder. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, kartas of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.
14. A brief profile of all the Directors of the Bank including profile of Directors seeking appointment/reappointment and as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Report on the Corporate Governance.
15.
 - a) All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Bank during the business hours at the registered office of the Bank and also available on its website.
 - b) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
16. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Karvy / Bank by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
17. The Members are requested to register their e-mail ID or new e-mail ID if there is any change in email ID which has already been registered with the Depository Participant / Bank, with the Depository Participant (for shares held in demat form) or Bank (for shares held in physical form).

18. SEBI vide its Notification dated June 8, 2018 and further amendment vide its Notification dated November 30, 2018, prescribed that the requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, the Members holding shares in physical form are requested to take action to dematerialise the equity shares of the Bank promptly.
19. The route map of the venue of the Meeting is given at the end of the Notice. The prominent land mark for the venue is 'Churchgate Station'.

By Order of the Board of Directors

Bina Chandarana

Company Secretary & Sr. Executive Vice President

Place: Mumbai

Date: 31st May 2019

Registered Office:

27 BKC, C 27, G Block,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

CIN: L65110MH1985PLC038137

STATEMENT SETTING OUT MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS:

In terms of Section 102 of the Companies Act, 2013, the following statement sets out all the material facts relating to Item Nos. 4 to 12 of the Notice dated 31st May 2019.

ITEM NO. 4

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants have been the statutory auditors of the Bank since financial year 2015-2016. As per the provisions of RBI Circular No.DBS.No.ARS.BC.8 08.91.001/2000-2001 dated 30th January 2001, an audit firm is allowed to continue as the auditor of a bank for a continuous period of four years only.

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants have been auditors of the Bank for last four financial years and hence cannot be re-appointed. It is proposed to appoint M/s. Walker Chandiok & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) in place of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as statutory auditors of the Bank, to hold office from the conclusion of the Thirty Fourth Annual General meeting until the conclusion of the Thirty Sixth Annual General Meeting, subject to approval of all concerned regulatory/statutory authority(ies). Presently, the annual fee is proposed at ₹1,90,00,000 (Rupees One Crore Ninety Lakhs only) plus outlays and taxes at the applicable rates, for the purpose of audit. However, the Board including relevant committee(s) thereof be given the power to alter and vary the terms and conditions arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in change in scope of work. Any such change in the terms and conditions of appointment and remuneration of the statutory auditors would be intimated in the Directors' Report of the Bank in the relevant year.

M/s. Walker Chandiok & Co LLP, Chartered Accountants have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules.

M/s. Walker Chandiok & Co LLP, Chartered Accountants, have consented to act as auditors of the Bank, if appointed, and have intimated that such appointment would be in accordance with the conditions prescribed in Section 139 of the Companies Act, 2013. The details in relation to and credentials of the auditors proposed to be appointed are as follows:

M/s. Walker Chandiok & Co LLP, Chartered Accountants (WCC) is a partnership firm established in 1935. With 13 offices across the country, 45 partners and a team of 1,200 people, WCC provides audit, tax and advisory services in India. WCC is part of the Grant Thornton network one of the world's leading organizations of independent audit, tax and advisory firms.

The firm has experience across a range of industries, market segments, and geographical corridors. They have past experience of auditing companies in the financial services sector including banks and at present too are auditors of several companies in the sector.

Considering the experience of the firms in audit of private sector banks, their international affiliation, staff strength, network of offices in India etc. the Board recommends the appointment of **M/s. Walker Chandiok & Co LLP**, Chartered Accountants as the Bank's statutory auditors for a period of two years.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the passing of the Resolution.

ITEM NO. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Uday Shankar as independent director of the Bank with effect from 16th March 2019 for a period of five years till 15th March 2024, subject to approval of shareholders.

In view of the provisions of Section 149 (10) of the Act read with Section 10-A (2-A) of the Banking Regulation Act, 1949 (BR Act), appointment of Mr. Shankar as Independent Director is being taken now for a term of five years from the date of his appointment i.e. 16th March 2019.

Accordingly, in terms of Sections 150(2) & 152 of the Companies Act, 2013 & Section 10-A(2-A) of the BR Act, Resolution at Item No. 5 seek to obtain the Members approval for the appointment of Mr. Shankar as Independent Director of the Bank.

The Bank has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Member proposing the candidature of Mr. Uday Shankar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The details of Mr. Shankar are set out in the Annexure to the Notice.

The Bank has received declaration from Mr. Shankar that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018.

The Board of Directors recommend the appointment of Mr. Shankar as Independent Director, not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Uday Shankar fulfils the conditions specified under the Companies Act, 2013 for appointment as Independent Director.

Mr. Shankar and his relatives may be deemed to be concerned or interested in the Resolution at Item No. 5 relating to his appointment as an Independent Director. None of the other Directors, Key Managerial Personnel of the Bank or their relatives is interested in the Resolution.

ITEM NO. 6

Mr. Prakash Apte was appointed as an Independent Director for a term (first term) up to 17th March 2019. Based on the recommendation of the Nomination and Remuneration Committee, performance evaluation and the approval of the Board of Directors, it is proposed to re-appoint him as an Independent Director for a second term from 18th March 2019 till 17th March 2024.

Accordingly, in terms of Sections 150(2) & 152 of the Companies Act, 2013 & Section 10-A(2-A) of the BR Act, Resolution at Item No. 6 seek to obtain the Members approval for the re-appointment of Mr. Apte as Independent Director of the Bank.

The Bank has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Member proposing the candidature of Mr. Prakash Apte for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The details of Mr. Apte are set out in the Annexure to the Notice.

The Bank has received declarations from Mr. Apte that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018.

The Board of Directors recommend the appointment of Mr. Apte as Independent Director, not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Apte fulfils the conditions specified under the Companies Act, 2013 for appointment as Independent Director.

Mr. Apte and his relatives may be deemed to be concerned or interested in the Resolution at item No. 6 relating to his re-appointment as Independent Director. None of the other Directors, Key Managerial Personnel of the Bank or their relatives is interested in the Resolution.

ITEM NO. 7

Based on the recommendation of the Nomination and Remuneration Committee, performance evaluation and the approval of the Board of Directors, it is proposed to re-appoint Mrs. Farida Khambata as Independent Director for a second term from 6th September 2019 to 5th September 2022.

Accordingly, in terms of Sections 150(2) & 152 of the Companies Act, 2013 & Section 10-A(2-A) of the BR Act, Resolution at Item No. 7 seek to obtain the Members approval for the re-appointment of Mrs. Khambata as Independent Director of the Bank.

The Bank has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Member proposing the candidature of Mrs. Farida Khambata for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The details of Mrs. Khambata are set out in the Annexure to the Notice.

The Bank has received declarations from Mrs. Khambata that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018.

The Board of Directors recommend the appointment of Mrs. Khambata as Independent Director, not liable to retire by rotation. In the opinion of the Board of Directors, Mrs. Khambata fulfils the conditions specified under the Companies Act, 2013 for appointment as Independent Director.

Mrs. Khambata and her relatives may be deemed to be concerned or interested in the Resolution at item no. 7 relating to her re-appointment as Independent Director. None of the other Directors, Key Managerial Personnel of the Bank or their relatives is interested in the Resolution.

ITEM NOS. 8 & 9

The Board of Directors of the Bank, at its meeting held on 14th / 15th March 2019, had recommended appointment of Mr. K.V.S. Manian initially as an Additional Director acting as Whole-time Director of the Bank for a period of three years with effect from the date of approval of the Reserve Bank of India. The approval of the Reserve Bank of India is awaited. Mr. K.V.S. Manian currently functions as President Corporate, Institutional & Investment Bank of the Bank.

The Nomination and Remuneration Committee on 20th May 2019 recommended remuneration payable to Mr. Manian and the Board of Directors on 31st May 2019 approved the remuneration payable to Mr. Manian subject to necessary approvals.

The Bank has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Member proposing the candidature of Mr. K.V.S Manian for the office of Director.

The details of Mr. Manian are set out in the Annexure to the Notice.

Accordingly, in terms of Sections 161 and all applicable provisions of the Companies Act, 2013 & Section 35-B and all other applicable provisions, if any of the Banking Regulation Act, 1949, Resolution at Item Nos. 8 & 9 seek to obtain the Members approval for the appointment of Mr. Manian as Director of the Bank and 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 on the following terms of remuneration, subject to approval of the RBI:

Basic Salary	Up to ₹27.50 lakhs per month
Performance bonus	As may be decided by the Board of Directors, subject to approval of RBI
Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment.	Up to ₹50 lakh per annum
Perquisites	
a. Housing Accommodation	Fully furnished leased accommodation or House Rent Allowance
b. Car	Use of the Bank's car for official and private purposes.
c. Medical Reimbursement	As per the Bank's rules applicable to employees of the Bank, subject to maximum of ₹10 lakhs per annum.
Provident Fund/ Gratuity/ Superannuation or allowance thereof	As per the Bank's rules applicable to employees of the Bank.
Leave Travel Allowance	Up to ₹10 lakh per annum
Other benefits towards club fees for subscription to 2 clubs, health insurance, leave.	As per the Bank's rules applicable to employees of the Bank.
Employee Stock options	As may be granted by Nomination & Remuneration Committee.

The Board of Directors recommend the appointment of Mr. Manian. In the opinion of the Board of Directors, Mr. Manian fulfils the conditions specified under the Companies Act, 2013 for appointment as Director.

Mr. Manian and his relatives may be deemed to be concerned or interested in the Resolutions at Item Nos. 8 & 9 relating to his appointment as Director and as Whole-time Director of the Bank. None of the other Directors, Key Managerial Personnel of the Bank or their relatives is interested in the Resolutions.

ITEM NOS. 10 & 11

The Board of Directors of the Bank, at its meeting held on 14th / 15th March 2019, had recommended appointment of Mr. Gaurang Shah initially as an Additional Director acting as Whole-time Director of the Bank for a period of three years with effect from the date of approval of the Reserve Bank of India. The approval of the Reserve Bank of India is awaited. Mr. Gaurang Shah is currently the President – Group Chief Risk Officer of the Bank.

The Nomination and Remuneration Committee on 20th May 2019 recommended remuneration payable to Mr. Shah and the Board of Directors on 31st May 2019 approved the remuneration payable to Mr. Shah subject to necessary approvals.

The Bank has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Member proposing the candidature of Mr. Gaurang Shah for the office of Director.

The details of Mr. Shah are set out in the Anneure to the Notice.

Accordingly, in terms of Sections 161 and all applicable provisions of the Companies Act, 2013 & Section 35-B of the Banking Regulation Act, 1949 and other applicable provisions, if any, of the Banking Regulation Act 1949, Resolution at Item Nos. 10 & 11 seek to obtain the Members approval for the appointment of Mr. Shah as Director of the Bank and 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 on the following terms of remuneration, subject to approval of the RBI:

Basic Salary	Up to ₹27.50 lakhs per month
Performance bonus	As may be decided by the Board of Directors, subject to approval of RBI
Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment.	Up to ₹50 lakh per annum
Perquisites	
a. Housing Accommodation	Fully furnished leased accommodation or House Rent Allowance