



Notice



KOTAK MAHINDRA BANK LIMITED

CIN: L65110MH1985PLC038137

Registered Office: 27BKC, C 27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Tel: +91 22 6166 0001, Fax: +91 22 6713 2403,

Website: www.kotak.com; E-mail: KotakBank.Secretarial@kotak.com

NOTICE is hereby given that the Thirty-Seventh Annual General Meeting ("AGM") of the Members of Kotak Mahindra Bank Limited ("Bank") will be held on Saturday, 27th August, 2022 at 10:00 a.m. Indian Standard Time ("IST") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder read with General Circular No. 02/2022 dated 5th May, 2022, General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular 20/2020 dated 5th May, 2020 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the standalone audited financial statement of the Bank for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon**

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

"RESOLVED that the standalone audited financial statement of the Bank for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

- To receive, consider and adopt the consolidated audited financial statement of the Bank for the financial year ended 31st March, 2022 together with the Report of the Auditors thereon**

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

"RESOLVED that the consolidated audited financial statement of the Bank for the financial year ended 31st March, 2022 and the report of the Auditors thereon, be and are hereby received, considered and adopted."

- To confirm payment of interim dividend on 8.10% Non-Convertible Perpetual Non-Cumulative Preference Shares for the financial year 2021-22**

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

"RESOLVED that an interim dividend at the rate of ₹ 0.405 per 8.10% Non-Convertible Perpetual Non-Cumulative Preference Share of ₹ 5/- (Five Rupees only), as declared by the Board of Directors for the financial year 2021-22 and paid to those Members whose names appeared in the list of Beneficial Owners as on the Record Date i.e. 18th March, 2022, be and is hereby confirmed."

- To declare dividend on equity shares for the financial year 2021-22**

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

"RESOLVED that a dividend at the rate of ₹ 1.10 (One Rupee and Ten Paise only) per equity share of ₹ 5/- (Five Rupees only), as recommended by the Board of Directors, be and is hereby declared for the financial year 2021-22 and that the same be paid out of the profits of the Bank for the financial year ended 31st March, 2022 to all those Members whose names appeared in the Register of Members / list of Beneficial Owners, as on the Record Date fixed for this purpose i.e. 12th August, 2022."

- To re-appoint Mr. KVS Manian (DIN: 00031794), who retires by rotation and, being eligible, has offered himself for re-appointment**

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

"RESOLVED that Mr. KVS Manian (DIN: 00031794), Director, who retires by rotation at this meeting and being eligible for re-election in accordance with the provisions of Section 152 of the Companies Act, 2013, be and is hereby appointed as a Director of the Bank."

- To re-appoint Mr. Gaurang Shah (DIN: 00016660), who retires by rotation and, being eligible, has offered himself for re-appointment, to hold office up to 31st October, 2022**

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

"RESOLVED that Mr. Gaurang Shah (DIN: 00016660), Director, who retires by rotation at this meeting and being eligible for re-election in accordance with the provisions of Section 152 of the Companies Act, 2013, be and is hereby appointed as a Director of the Bank, to hold office up to the end of his current term as Whole-time Director of the Bank i.e. 31st October, 2022."

7. **Payment of additional fees / remuneration to the existing Joint Statutory Auditors for the financial year 2021-22**

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

"RESOLVED that in addition to and in furtherance of the resolutions passed by the Members of the Bank at the Annual General Meeting held on 25th August, 2021 for the appointment and payment of remuneration to Walker Chandio & Co LLP, Chartered Accountants (Firm Registration Number: 001076N / N500013) and Price Waterhouse LLP, Chartered Accountants (Firm Registration Number: 301112E / E300264), respectively, as Joint Statutory Auditors of the Bank and pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and the provisions of the Banking Regulation Act, 1949, further approval of the Members of the Bank, be and is hereby accorded for payment of additional fees / remuneration of ₹ 2,000,000 (Rupees Twenty Lakh only), for general increase in efforts, for the financial year 2021-22, to be allocated by the Bank between Walker Chandio & Co LLP, Chartered Accountants and Price Waterhouse LLP, Chartered Accountants, depending upon their respective roles and responsibilities and scope of work, in addition to any out of pocket expenses, outlays and taxes, as applicable."

"RESOLVED FURTHER that the Board of Directors ("Board"), including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard, be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to settle all questions, difficulties or doubts that may arise in this regard, for the implementation of the resolution and for allocation of additional fees / remuneration, as mentioned herein above, and for finalising, amending, signing, delivering and executing any deed, document, paper, writing in this regard."

8. **Appointment of KKC & Associates LLP, Chartered Accountants (Firm Registration Number: 105146W / W100621) as one of the Joint Statutory Auditors of the Bank**

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

"RESOLVED that pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, Section 30 of the Banking Regulation Act, 1949 and guidelines and circulars issued by the Reserve Bank of India ("RBI") in this regard, from time to time, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force and in terms of the approval received from RBI vide its letter bearing Ref. No. DOS. Co. RPD. No. S2271/08.30.005/2022-23 dated 5th July, 2022, the approval of the Members of the Bank, be and is hereby accorded for the appointment of KKC & Associates LLP, Chartered Accountants (Firm Registration Number: 105146W / W100621), as one of the Joint Statutory Auditors of the Bank, to hold office from the conclusion of the Thirty-Seventh Annual General Meeting until the conclusion of the Fortieth Annual General Meeting of the Bank, for the purpose of the audit of the Bank's standalone and consolidated financial statements for the financial years 2022-23 to 2024-25, subject to the approval of RBI, every year, from financial year 2023-24 onwards."

"RESOLVED FURTHER that the Board of Directors ("Board"), including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard, be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to settle all questions, difficulties or doubts that may arise in this regard for the implementation of the resolution, including but not limited to determination of roles and responsibilities / scope of work of the respective Joint Statutory Auditors and negotiating, finalising, amending, signing, delivering and executing the terms of appointment, including any contract or document in this regard."

9. **Fixing of remuneration of Joint Statutory Auditors for the audit of Bank's standalone and consolidated financial statements for the financial year 2022-23**

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

"RESOLVED that pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, Section 30 of the Banking Regulation Act, 1949 and the guidelines and circulars issued by the Reserve Bank of India ("RBI") in this regard, from time to time, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force, the approval of the Members of the Bank, be and is hereby accorded for payment of an overall audit fee not exceeding ₹ 35,000,000 (Rupees Three Crore Fifty Lakh only), to Price Waterhouse LLP, Chartered Accountants (Firm Registration Number 301112E / E300264) and KKC & Associates LLP, Chartered Accountants (Firm Registration Number: 105146W / W100621), the Joint Statutory Auditors of the Bank, for the financial year 2022-23 and that the same be allocated by the Bank between the Joint Statutory Auditors, depending upon their respective scope of work, in addition to any out of pocket expenses, outlays and taxes, as applicable."

"RESOLVED FURTHER that the Board of Directors ("Board"), including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and is hereby authorised to negotiate, finalise, allocate / apportion the aforesaid remuneration between the Joint Statutory Auditors, depending on their respective roles and responsibilities / scope of work, and if required, alter and vary the terms of remuneration due to any change / modification in roles and responsibilities / scope of work, any amendments in Accounting Standards or regulations and such other requirements resulting in the change / modification in roles and responsibilities / scope of work, etc., of the Joint Statutory Auditors, without being required to seek any further consent or approval of the Members of the Bank."

SPECIAL BUSINESS:

10. **Re-appointment of Mr. KVS Manian (DIN: 00031794) as Whole-time Director of the Bank and payment of remuneration**

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 any other applicable provisions of the Banking Regulation Act, 1949, as amended, read with the rules, regulations, directions, guidelines and circulars issued by the Reserve Bank of India ("RBI") in this regard, the applicable provisions of the Companies Act, 2013, as amended from time to time, any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association and subject to the approvals, as may be necessary from the RBI and such other authority or regulatory body and subject to such conditions as may be prescribed by RBI and such other authority or regulatory body while granting such approvals and pursuant to the approval of the Board of Directors of Kotak Mahindra Bank Limited



("Bank"), the approval of the Members of the Bank, be and is hereby accorded for the re-appointment of Mr. KVS Manian (DIN: 00031794) and payment of remuneration to Mr. Manian, as the Whole-time Director of the Bank, for a period of three years, with effect from 1st November, 2022 or the date of approval by the RBI, whichever is later, on the following terms of remuneration:

Basic Salary	Up to ₹ 20.75 lakh per month
Performance Bonus	As may be decided by the Board of Directors, subject to the approval of RBI
Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment	Up to ₹ 27 lakh per annum
Perquisites	
a) Car	Use of the Bank's car for official and private purposes
b) Medical Reimbursement	As per the Bank's rules applicable to employees of the Bank, subject to maximum of ₹ 8 lakh 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 ₹ 6 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 the 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 hereafter constitute and delegate with the powers necessary for the purpose) of the Bank, be and are hereby authorised 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 the RBI, on an application made by the Bank."

"RESOLVED FURTHER that Mr. Manian be subject to retirement by rotation during his tenure as the Whole-time Director of the Bank."

"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."

"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."

11. Appointment of Ms. Shanti Ekambaram (DIN: 00004889) as a Director and Whole-time Director of the Bank and payment of remuneration

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

"RESOLVED that pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the applicable provisions of the Banking Regulation Act, 1949 ("BR Act"), Ms. Shanti Ekambaram (DIN: 00004889), appointed as an Additional Director acting as Whole-time Director of Kotak Mahindra Bank Limited ("Bank") for a period of three years, with effect from 1st November, 2022 or the date of approval of the Reserve Bank of India ("RBI"), whichever is later, and in respect of whom the Bank has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Bank, with effect from the said date."

"RESOLVED FURTHER that pursuant to the provisions of Section 35-B and any other applicable provisions of the BR Act, as amended, read with the rules, regulations, directions, guidelines and circulars issued by RBI in this regard, the applicable provisions of the Act, as amended, any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association and subject to the approvals, as may be necessary from the RBI and such other authority or regulatory body and subject to such conditions as may be prescribed by RBI and such other authority or regulatory body while granting such approvals and pursuant to the approval of the Board of Directors of the Bank, the approval of the Members of the Bank be and is hereby accorded for the appointment of Ms. Shanti Ekambaram (DIN: 00004889) and payment of remuneration to Ms. Ekambaram, as the Whole-time Director of the Bank for a period of three years, with effect from 1st November, 2022 or the date of approval by the RBI, whichever is later, on the following terms of remuneration:

Basic Salary	Up to ₹ 20.50 lakh per month
Performance Bonus	As may be decided by the Board of Directors, subject to the approval of RBI
Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment	Up to ₹ 27 lakh per annum
Perquisites	
a) Car	Use of the Bank's car for official and private purposes
b) Medical Reimbursement	As per the Bank's rules applicable to employees of the Bank, subject to maximum of ₹ 8 lakh 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 ₹ 6 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 the 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 hereafter constitute and delegate with the powers necessary for the purpose) of the Bank, be and is hereby authorised to fix the actual amount of remuneration and perquisites, payable or to be provided to Ms. Ekambaram 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 Ms. Ekambaram shall be subject to retirement by rotation during her tenure as the Whole-time Director of the Bank."

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

"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. Material Related Party Transaction with Infina Finance Private Limited from Thirty-Seventh Annual General Meeting to Thirty-Eighth Annual General Meeting

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

"RESOLVED that in supersession of the resolution passed earlier in this regard vide postal ballot notice dated 17th December, 2021 and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such other applicable provisions of law and any amendment(s), modification(s), variation(s) or re-enactment(s) thereof (hereinafter called as "Applicable Laws") and the 'Policy on dealing with Related Party Transactions' of Kotak Mahindra Bank Limited ("Bank"), as may be applicable from time to time, the Members of the Bank do hereby approve and accord further approval to the Board of Directors of the Bank (hereinafter referred to as "Board", which term shall be deemed to include any duly authorised Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with contracts / arrangements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Infina Finance Private Limited ("Infina"), being a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, with respect to:

- a) deposits (in any form and by whatever name called), including Current Account Deposits or Fixed Deposits ("Deposits") from Infina, whether by way of fresh deposit(s) or renewal(s) or extension(s) or any modification(s) of earlier contracts / arrangements / transactions or otherwise, from time to time and interest thereon, as may be disclosed and as required by the prevailing accounting standards in the notes forming part of the relevant consolidated financial statements of the Bank, from the Thirty-Seventh Annual General Meeting up to the date of the Thirty-Eighth Annual General Meeting of the Bank, subject to the relevant omnibus approval from the Audit Committee of the Bank for the period commencing from 1st April, 2023, notwithstanding the fact that the aggregate value of all these transactions may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover of the Bank as per the audited financial statements for the relevant financial years, whichever is lower, as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts / arrangements / transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Bank; and
- b) other transactions and / or arrangements and / or transfer of resources / services, against the consideration agreed upon or as may be agreed from time to time and / or where the Bank / its subsidiaries would (i) purchase / sell securities, transact in forex and derivatives, receive fees, charges, revenue, commission, premium, brokerage or any other income, such as for custody / depository services, advisory services, insurance services, asset management fees, Issuing and Paying Agreement fees, shared services and / or (ii) incur expenses, etc., as may be disclosed in the notes forming part of the relevant consolidated financial statements of the Bank, from the Thirty-Seventh Annual General Meeting up to the date of the Thirty-Eighth Annual General Meeting of the Bank, subject to the relevant omnibus approval from the Audit Committee of the Bank for the period commencing from 1st April, 2023, provided however, that all such contracts / arrangements / transactions shall be carried out at an arm's length basis and in the ordinary course of business and, notwithstanding that the aggregate value of all such transactions under this para is expected to be less than even one percent of the annual consolidated turnover of the Bank, but, taken together with the aggregate value of Deposits mentioned in (a) above, may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover of the Bank as per the audited financial statements of the Bank for the relevant financial years, whichever is lower, wherein Deposits and interest thereon would form a substantial portion of such transaction value."

"RESOLVED FURTHER that the Members of the Bank do hereby approve and accord further approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER that the Members of the Bank, do hereby also accord further approval to the Board of Directors of the Bank, to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or official(s) of the Bank / any other person(s) so authorised by it, to do all such acts and take steps as may be considered necessary or expedient to give effect to this resolution."

"RESOLVED FURTHER that all actions to be taken by the Board in this regard, be and are hereby approved and confirmed in all respects."

13. Material Related Party Transaction with Mr. Uday Kotak from Thirty-Seventh Annual General Meeting to Thirty-Eighth Annual General Meeting

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

"RESOLVED that in supersession of the resolution passed earlier in this regard vide Postal Ballot Notice dated 17th December, 2021 and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such other applicable provisions of law and any amendment(s), modification(s), variation(s) or re-enactment(s) thereof (hereinafter called as "Applicable Laws") and the 'Policy on dealing with Related Party Transactions' of Kotak Mahindra Bank Limited ("Bank"), as may be applicable from time to time, the Members of the Bank do hereby approve and accord further approval to the Board of Directors of the Bank (hereinafter referred to as "Board", which term shall be deemed to include any duly authorised Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with contracts / arrangements / transactions (whether individual transaction or transactions taken together or series of transactions or



otherwise) with Mr. Uday Kotak (DIN: 00007467), Managing Director & CEO and a Key Managerial Personnel of the Bank, being a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, with respect to:

- a) deposits (in any form and by whatever name called), including Savings Account Deposits or Fixed Deposits ("Deposits") from Mr. Uday Kotak, whether by way of fresh deposit(s) or renewal(s) or extension(s) or any modification(s) of earlier contracts / arrangements / transactions or otherwise, from time to time and interest thereon, as may be disclosed and as required by the prevailing accounting standards in the notes forming part of the relevant consolidated financial statements of the Bank, from the Thirty-Seventh Annual General Meeting up to the date of the Thirty-Eighth Annual General Meeting of the Bank, subject to the relevant omnibus approval from the Audit Committee of the Bank for the period commencing from 1st April, 2023, notwithstanding the fact that the aggregate value of all these transactions, may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover of the Bank as per the audited financial statements for the relevant financial years, whichever is lower, as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts / arrangements / transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Bank; and
- b) apart from remuneration as approved by the Reserve Bank of India, the Board of Directors and the Members, other transactions and / or arrangements and / or transfer of resources / services, against the consideration agreed upon or as may be agreed from time to time and / or where the Bank / its subsidiaries would (i) purchase / sell securities, transact in forex and derivatives, receive fees, charges, revenue, commission, premium, brokerage or any other income, such as for custody / depository services, advisory services, insurance services and asset management fees and / or (ii) incur expenses, etc., as may be disclosed in the notes forming part of the relevant consolidated financial statements of the Bank, from the Thirty-Seventh Annual General Meeting up to the date of the Thirty-Eighth Annual General Meeting of the Bank, subject to the relevant omnibus approval from the Audit Committee of the Bank for the period commencing from 1st April, 2023, provided however, that all such contracts / arrangements / transactions shall be carried out at an arm's length basis and in the ordinary course of business and, notwithstanding that the aggregate value of all such transactions under this para is expected to be less than even one percent of the annual consolidated turnover of the Bank, but, taken together with the aggregate value of Deposits mentioned in (a) above, may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover of the Bank as per the audited financial statements of the Bank for the relevant financial years, whichever is lower, wherein Deposits and interest thereon would form a substantial portion of such transaction value."

"RESOLVED FURTHER that the Members of the Bank do hereby approve and accord further approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER that the Members of the Bank, do hereby also accord further approval to the Board of Directors of the Bank, to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or official(s) of the Bank / any other person(s) so authorised by it, to do all such acts and take steps as may be considered necessary or expedient to give effect to this resolution."

"RESOLVED FURTHER that all actions to be taken by the Board in this regard, be and are hereby approved and confirmed in all respects."

**By Order of the Board of Directors
For Kotak Mahindra Bank Limited**

**Avan Doomasia
Company Secretary
(FCS 3430)**

Mumbai
23rd July, 2022

Registered Office:
27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
CIN: L65110MH1985PLC038137
Website: www.kotak.com

Notes:

1. In view of the prevailing COVID-19 pandemic and the consequent social distancing norms, the Ministry of Corporate Affairs ("MCA"), Government of India vide its General Circular No. 02 / 2022 dated 5th May, 2022 read together with General Circular No. 14 / 2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20 / 2020 dated 5th May, 2020 and other relevant circulars issued by the MCA ("MCA Circulars"), has permitted companies to hold general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") up to 31st December, 2022, without physical presence of the members at a common venue. Accordingly, the Thirty-Seventh Annual General Meeting ("AGM") of the Members of Kotak Mahindra Bank Limited ("Bank") is being held through VC / OAVM.
2. The deemed venue of the meeting shall be the Registered Office of the Bank at 27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.
3. Since the AGM is being held through VC / OAVM, the Route Map is not annexed to this Notice.
4. None of the Directors or Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 9 of the Notice. The Directors recommend passing of the Ordinary Resolutions at Item Nos. 1 to 9 of the Notice.
5. The relevant Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, setting out all the material facts relating to the Special Business mentioned under Item Nos. 5 to 13 of this Notice dated 23rd July, 2022, is annexed hereto.
6. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
7. The Bank has availed services of National Securities Depository Limited ("NSDL"), to provide the VC facility for conduct of the AGM.
8. Members of the Bank, including those under the category of 'Institutional Investors', are encouraged to attend and vote on the resolutions proposed at the AGM.
9. 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, provided the votes are not already cast by remote e-voting. Every Folio / Client ID will have only one login-id irrespective of the number of joint holders.
10. All the documents referred to in the accompanying Notice will be available for inspection through electronic mode, without any fee, by the Members, from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to KotakBank.Secretarial@kotak.com

During the AGM (i) the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, (ii) the Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Act, (iii) the certificate from Secretarial Auditor of the Bank certifying that the Kotak Mahindra Equity Option Scheme 2015 and Kotak Mahindra Stock Appreciation Rights Scheme 2015 of the Bank have been implemented, to the extent applicable, in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as replaced by the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution of the Bank passed at the AGM held on 29th June, 2015 and (iv) the other documents as mentioned in the accompanying Notice, will be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>

11. Details relating to Directors retiring by rotation / seeking appointment / re-appointment at this AGM are provided in the Annexure to the Notice, as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as well as the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. A brief profile of all the Directors of the Bank is given in the Report on Corporate Governance.
12. All correspondence regarding shares of the Bank should be addressed to the Bank's Registrar and Transfer Agent ("RTA"), KFin Technologies Limited ("KFIN") at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (Unit: Kotak Mahindra Bank Limited).
13. The Securities and Exchange Board of India ("SEBI"), vide its circular dated 20th April, 2018, has mandated, *inter alia*, registration of Permanent Account Number ("PAN") and Bank Account Details for all securities holders.

Further, SEBI, vide its circular dated 3rd November, 2021, mandated shareholders holding securities in physical form to furnish PAN, Bank Account details, KYC (including contact details) and Nomination details before they could avail any investor service. Folios wherein any one of the above mentioned details are not registered on or after 1st April, 2023, shall be frozen. In this regard, the Bank has addressed individual letters to all the concerned Members for furnishing their PAN, Bank Account details, KYC and Nomination details. The aforesaid letter and relevant forms prescribed by SEBI under the aforesaid circular are available on the website of the Bank at <https://www.kotak.com/en/investor-relations/investor-information/investor-info.html>. The concerned Members are requested to furnish their PAN, Bank Account details, KYC and Nomination details by submitting the prescribed forms, duly filled and signed by the registered holders, by e-mail from their registered e-mail address to einward.ris@kfintech.com or by submitting a physical copy thereof to KFIN at its address given herein above.

Members holding shares in demat form are requested to submit their PAN, Bank Account details, KYC and Nomination details to their respective Depository Participants ("DP").

14. Members who have not updated their latest e-mail address in the records of the Bank / Depository Participant, are requested to update the same.
15. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI has, vide its circular dated 25th January, 2022, also mandated that listed companies shall, while processing investor service requests pertaining to issuance of duplicate securities certificate or exchange of securities certificate, endorsement, sub-division / consolidation of certificates, etc., issue the securities only in demat mode. In view of this mandate of SEBI as also to eliminate all risks associated with physical certificates and to get inherent benefits of dematerialisation, Members holding securities in physical form are advised to avail of the facility of dematerialisation.
16. Pursuant to the MCA Circulars and the circular on Relaxation from compliance with certain provisions of the SEBI Listing Regulations, issued by SEBI on 13th May, 2022, the Notice convening the AGM of the Bank, the Integrated Annual Report 2021-22 and the e-voting instructions are being sent only by e-mail to those Members who have registered their e-mail address with their DPs / KFIN / Bank. Members may note that



the Notice of the AGM and the Integrated Annual Report 2021-22 will also be available on the Bank's website www.kotak.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL, www.evoting.nsdl.com

Process for registration of e-mail address for obtaining the Integrated Annual Report, the user id / password for e-voting and updation of bank account mandate for receipt of dividend:

Type of Holding	Procedure
Physical Holding	<p>For registration of e-mail address and / or updation of Bank Account details, please send a written request in Form ISR-1 (available at https://www.kotak.com/en/investor-relations/investor-information/investor-info.html) to the RTA of the Bank i.e. KFIN at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (Unit: Kotak Mahindra Bank Limited), providing Folio Number, name of the Member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card) and AADHAAR (self-attested copy of Aadhaar card). Additionally, please provide a self-attested copy of the cancelled cheque leaf bearing the name of the first holder / bank statement duly attested by the bank manager (along with the details of 9-digit MICR Code Number and 11-digit IFSC), for updating bank account details.</p> <p>Any person holding shares in physical form and becomes a Member after the notice is sent through e-mail and holding shares as of the Cut-off date i.e. 20th August, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if such person is already registered with NSDL for remote e-voting, then such person may use the existing user ID and password for casting vote / attending AGM. If any member has forgotten the user ID and/or password, the same can be reset by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430.</p>
Demat Holding	<p>Please contact your DP and register your e-mail address and bank account details in your demat account, as per the process advised / forms made available by your DP.</p> <p>In case of an Individual Shareholder holding securities in demat mode who acquires shares of the Bank and becomes a Member of the Bank after sending of the Notice and holding shares as of the Cut-off date i.e. 20th August, 2022, the Member may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".</p>

It may be noted that the Bank / KFIN may use the e-mail address of such Members for sending all future correspondence electronically and that such Members would be deemed to have consented to the same.

17. Instructions for attending AGM through VC / OAVM

- **Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same by following the steps mentioned for Access to NSDL e-Voting system. After successful login, Members may click on VC / OAVM link available under 'Join Meeting' menu against the Bank's name. This link for VC / OAVM will be available in 'Shareholder / Member' login where the EVEN of the Bank will be displayed.** Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. The said facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee Stakeholders Relationship Committee, Statutory Auditors, Secretarial Auditor, Debenture Trustee and Scrutiniser can attend the AGM without any restriction on account of first-come-first-served principle.
- Members who need assistance before or during the AGM, can write to NSDL at evoting@nsdl.co.in or contact NSDL helpline nos. 1800 1020 990 / 1800 224 430 or get in touch with Mr. Amit Vishal, Assistant Vice President – NSDL at AmitV@nsdl.co.in / Ms. Pallavi Mhatre, Senior Manager – NSDL at pallavid@nsdl.co.in or visit NSDL's office at 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.
- Members are encouraged to join the AGM through personal computers / laptops for better user experience. Also, Members will be required to have stable internet / broadband connection to avoid any disturbance during the AGM. Please note that Members joining the AGM through mobile devices, tablets or through personal computers / laptops connected via mobile hotspot may experience audio / video loss due to fluctuation in their respective network connectivity. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate the aforesaid glitches.
- Members who would like to express their views or ask questions during the AGM, may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at kotakagm.speakers@kotak.com from Wednesday, 17th August, 2022 (9:00 a.m. IST) to Friday, 19th August, 2022 (5:00 p.m. IST). Only those speaker registration requests received till 5:00 p.m. (IST) on Friday, 19th August, 2022 will be considered and allowed to express their views / ask questions during the AGM. The Bank reserves the right to restrict the number of questions and / or speakers, as appropriate, depending on the availability of time and smooth conduct of the AGM.
- Members may submit questions, in advance, concerning the resolutions to be considered at the AGM, by sending the same from their registered e-mail address and mentioning their name, DP ID and Client ID / folio number, PAN, mobile number, to kotakagm.queries@kotak.com, so as to be received on or before Friday, 19th August, 2022.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

- Institutional / Corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) are required to send the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), at e-mail id: rupaldjhaveri@rediffmail.com, with a copy marked to evoting@nsdl.co.in. Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.

18. Instructions for Remote Electronic Voting ("remote e-voting")

- In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with circular of SEBI on e-voting Facility provided by Listed Entities dated 9th December, 2020, Secretarial Standard on General Meetings (SS-2) and any amendments thereto, the Bank is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronic means and business will be transacted through such voting.
- The Bank has engaged the services of NSDL for providing e-voting facility to its Eligible Members, enabling them to cast their vote electronically, in a secured manner.
- The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting: Tuesday, 23rd August, 2022 (from 9:00 a.m. IST)

End of remote e-voting: Friday, 26th August, 2022 (till 5:00 p.m. IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

- Eligible Members, other than individuals may, in accordance with the provisions of Sections 112 and 113 of the Act, appoint representatives for the purpose of e-voting.

The manner of e-voting / logging in the AGM by (i) individual Members holding equity shares of the Bank in demat mode, (ii) Members other than individuals holding equity shares of the Bank in demat mode, (iii) Members holding equity shares of the Bank in physical mode and (iv) Members who have not registered their e-mail address, is explained in the instructions given herein below:

(i) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE

As per circular of SEBI on e-voting Facility provided by Listed Entities dated 9th December, 2020, all individual Members holding equity shares of the Bank in demat mode can cast their vote by way of a single login credential, through their demat accounts / websites of Depositories / DPs. The procedure, as implemented by the Depositories / DPs is, given below:

"Two Step" Process for voting electronically using the NSDL e-voting system:

Step 1: Access to NSDL e-voting System

A) Login method for e-voting

Type of Member	Login Method
Individual Members holding equity shares of the Bank in demat mode with NSDL	<ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Kotak Mahindra Bank Limited or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 2. Existing IDeAS users can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. On the next screen, enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Kotak Mahindra Bank Limited or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on





Type of Member	Login Method
Individual Members holding equity shares of the Bank in demat mode with Central Depository Services (India) Limited ("CDSL")	<ol style="list-style-type: none"> The users can directly access e-voting page by providing demat account number and PAN No. from a link on the www.cdslindia.com home page. The system will authenticate the users by sending OTP on the registered mobile number and E-mail as recorded in the demat account. After successful authentication, user will be provided with a link for the respective E-voting Service Provider i.e. NSDL. The existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest, the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, the option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
Individual Members (holding equity shares of the Bank in demat mode) - Login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you will see e-voting feature. Click on Kotak Mahindra Bank Limited or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve their User ID / Password, are advised to use 'Forget User ID' and 'Forget Password' option available at the above mentioned websites, as may be applicable.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call toll free no.: 1800 1020 990 / 1800 224 430 .	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call 022-23058738 or 022-23058542-43 .

(ii) LOGIN METHOD FOR E-VOTING FOR MEMBERS OTHER THAN INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE AND MEMBERS HOLDING SECURITIES IN PHYSICAL MODE

(A) In case a Member receives an e-mail from the Bank / NSDL [for Members whose e-mail address is registered with the Bank / DPs]:

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer / Laptop or on a mobile / tablet.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
- A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Bank. For example, if folio number is 001*** and EVEN is 101456, then user ID is 101456001***

- Password details for Members other than Individual Members are, given below:
 - If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your e-mail address is registered in your demat account or with the Bank, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your User ID and your initial password.

- (ii) If your e-mail address is not registered, please follow steps mentioned below in process for those Members whose e-mail address are not registered.

1. If you are unable to retrieve or have not received the Initial password or have forgotten your password:
 - a) Click on "**Forgot User Details / Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
2. After entering your password, tick on 'Agree to Terms and Conditions' by selecting on the check box.
3. Now, you will have to click on 'Login' button.
4. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all active "EVENTS".
2. Select "EVENT" of the Bank for remote e-voting.
3. Now, you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional / corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are required to send the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutiniser by e-mail to rupaldjhaveri@rediffmail.com, with a copy marked to evoting@nsdl.co.in. Such Members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '**Forgot User Details/Password?**' or '**Physical User Reset Password?**' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Mr. Amit Vishal, Assistant Vice President – NSDL at AmitV@nsdl.co.in / Ms. Pallavi Mhatre, Senior Manager – NSDL at pallavid@nsdl.co.in or at NSDL's e-voting e-mail id at evoting@nsdl.co.in

(B) In case of a Member whose e-mail address is not registered / updated with the Bank / KFIN / Depository / DPs, please follow the following steps to generate your login credentials:

Members may send a request to evoting@nsdl.co.in / KotakBank.Secretarial@kotak.com for procuring user ID and password for e-voting.

- a) In case shares are held in physical mode, please provide Folio Number, name of the Members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card) and AADHAAR (self-attested scanned copy of Aadhaar Card).
- b) In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID and Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card) and AADHAAR (self-attested scanned copy of Aadhaar Card).
- c) If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A).

After verification of your request, NSDL will send the user ID and password credentials to you electronically.

In case of any queries, you may refer to the FAQs for Members and e-voting user manual for Members available in the download section of www.evoting.nsdl.com to get your grievances on e-voting addressed.

- The voting rights of Eligible Members shall be in proportion to their share in the paid-up equity share capital of the Bank as on the Cut-off Date i.e. 20th August, 2022, subject to applicable laws, including the Banking Regulation Act, 1949.
- The Board of Directors have appointed Ms. Rupal D. Jhaveri (Membership No. 5441 and Certificate of Practice No. 4225), Practising Company Secretary and Partner in RJSY & Associates, as the Scrutiniser and Ms. Sadhana Yadav (Membership No. 27559 and Certificate of Practice No. 16932), Practising Company Secretary and Partner in RJSY & Associates, as an Alternate Scrutiniser to Ms. Rupal D. Jhaveri, to scrutinise the e-voting process in a fair and transparent manner.