



Kotak Mahindra Bank

30th May 2019

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

Sub : Annual Secretarial Compliance Report for the financial year ended 31st March 2019.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Bank for the financial year ended 31st March 2019, issued by Ms. Rupal D. Jhaveri, Company Secretary in Practice.

Request you to take the above information on record.

Yours faithfully,
Kotak Mahindra Bank Limited

B.R. Chandarana
Bina Chandarana
Company Secretary &
Sr. Executive Vice President



Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137

Registered Office:
27 BKC, C 27, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400051,
Maharashtra, India.

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RUPAL D. JHAVERI

COMPANY SECRETARY

22, Rajgir Chambers, 3rd Floor, 12-14, Shahid Bhagat Singh Road, Opp. Old Custom House, Mumbai 400 001. Tel.: 43440103 Fax:22662667

Annual Secretarial Compliance Report

Secretarial compliance report of Kotak Mahindra Bank Limited for the year ended 31st March, 2019.

I Rupal D. Jhaveri, Company Secretary having my office at 42, 5th Floor, Rajgir Chambers, 12-14 Shahid Bhagat Singh Road, opp. Old Custom House, Mumbai-400001 have examined:

- a) all the documents and records made available to us and explanation provided by **Kotak Mahindra Bank Limited** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**



- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Custodian of Securities) Regulations, 1996;
- j) Securities and Exchange Board of India (Intermediaries) Regulations, 2008;
- k) Securities and Exchange Board of India (Investment Advisors) Regulations, 2013;
- l) Securities and Exchange Board of India (Certification of Associated Persons in the Securities Market) Regulations, 2007;
- m) Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994;
- n) Securities and Exchange Board of India (KYC {Know Your Client} Registration Agency) Regulations, 2011;
- o) Securities and Exchange Board of India (Depositories and participants) Regulations, 2018;
- p) Securities and Exchange Board of India (Prohibition of Fraudulent and unfair Trade Practices relating to Securities Market) Regulations, 2003;
- q) Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014;
- r) Securities and Exchange Board of India-guidelines for Anti Money Laundering Measures.

and circulars/ guidelines issued there under and based on the above examination, I hereby report that, during the review period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.



- c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:
- d) The reporting of actions by the listed entity to comply with the observations made in previous report does not arise during the review period.



R D Jhaveri

Rupal Dhiren Jhaveri
FCS No: 5441
Certificate of Practice No. 4225

Place: Mumbai
Date: 30.05.2019