



August 12, 2024

KMBL/75/2024-25

BSE Limited Corporate Relationship, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051
BSE Scrip Code: 500247, 958687, 974396, 974682, 974924, 975387	NSE Symbol: KOTAKBANK, KMB26, KMB29, KMB30

Dear Sirs,

Sub: Intimation of Scheme of Amalgamation of Sonata Finance Private Limited with BSS Microfinance Limited, both, wholly-owned subsidiaries of the Bank

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we wish to inform you that the Board of Directors of Sonata Finance Private Limited (“Sonata”) and BSS Microfinance Limited (“BSS”), both, wholly-owned subsidiaries of the Bank, at their respective Board Meetings held today, i.e. on August 12, 2024, have approved a Scheme of Amalgamation of Sonata with BSS (“Scheme”), on a going concern basis, under the provisions of Sections 230 to 232 of the Companies Act, 2013 and the rules made thereunder.

The Scheme would, however, be subject to the approval of the respective shareholders and creditors of Sonata and BSS and the approval of the concerned National Company Law Tribunal (NCLT) and other regulatory authorities, if required.

It may be noted that the combined net worth of Sonata and BSS is less than 2% of the net worth of the Bank, as on March 31, 2024.

In this regard, please find enclosed herewith, the disclosure containing details as required under clause (1) of Para A of Part A of Schedule III of the SEBI Listing Regulations and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, as Annexure.

This intimation is also being made available on the Bank’s website at <https://www.kotak.com/en/investor-relations/governance/sebi-listing-disclosures.html>

We request you to take the above on record and disseminate the same on your website.

Thanking you,

Yours faithfully,

For **Kotak Mahindra Bank Limited**

Avan Doomasia
Company Secretary

Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137

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Sr. No	Item for Disclosure	Description
1	Name of the entity(ies) forming part of the amalgamation /merger, details in brief such as, size, turnover etc.	<p>Sonata Finance Private Limited (“Sonata” or “Transferor Company”) and BSS Microfinance Limited (“BSS” or “Transferee Company”), both, wholly-owned subsidiaries of the Bank.</p> <p>Details as on March 31, 2024</p> <p>Sonata</p> <p>a) Net worth: Rs 389 crore; and b) Revenue from operations: Rs. 596 crore</p> <p>BSS</p> <p>a) Net worth: Rs. 1,010 crore; and b) Revenue from operations: Rs. 931 crore</p>
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<p>The Transferor Company and Transferee Company are wholly-owned subsidiaries of the Bank and related parties to each other. The transaction is at an arm’s length price based on valuation report obtained from an independent registered valuer.</p> <p>It may be noted that since the transaction is between two wholly-owned subsidiaries of the Bank, it is exempt from the applicability of provisions of Regulations 23(2), (3) and (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Further, as per the Ministry of Corporate Affairs Circular No. 30/2014 dated July 17, 2014, it is clarified that transactions arising out of Compromises, Arrangements and Amalgamations under the Companies Act, 2013, do not attract the requirements of Section 188 of the Companies Act, 2013.</p>
3	Area of business of the entity(ies)	BSS and Sonata act as business correspondents for the Bank and provide micro finance, unsecured small ticket loans and small value secured loans to women borrowers and individuals on behalf of the Bank.
4	Rationale for amalgamation/ merger	BSS and Sonata are engaged in similar and complementary lines of businesses. The amalgamation is based on leveraging the significant complementarities that exist amongst the parties. The amalgamation will bring about increased operational efficiency and will result in administrative and operational rationalization, organizational efficiencies, reduction in overheads and other expenses and optimum utilization of resources.

Sr. No	Item for Disclosure	Description
5	In case of cash consideration – amount or otherwise share exchange ratio	BSS shall issue and allot to the shareholders of Sonata, shares in proportion of 1,931 Equity Shares of Face Value Rs. 10/- (Rupees Ten) each in BSS for every 10,000 Equity Shares of face value of Rs. 10/- (Rupees Ten) each held by them in Sonata pursuant to this Scheme of Amalgamation.
6	Brief details of change in shareholding pattern (if any) of listed entity	Not applicable. The Scheme of Amalgamation is between two unlisted subsidiaries of the Bank. The Bank is not a party to the Scheme of Amalgamation. As a consequence of this amalgamation, there would be no change in the shareholding pattern of the Bank.