

February 02, 2026

BSE Limited Corporate Relationship Department 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, KMBL, KMB26, KMB29, KMB30

Dear Sir/Madam,

Sub: Intimation regarding Notice of Postal Ballot

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we attach herewith a copy of the Postal Ballot Notice dated February 02, 2026, along with the Explanatory Statement ("Postal Ballot Notice"), being dispatched today to the members of the Bank for seeking their approval on the following matters:

- 1. Appointment of Mr. Anup Kumar Saha as a Director and Whole-Time Director, to be designated as 'Whole-Time Director (Executive Director)' of the Bank and payment of remuneration to him – by way of an Ordinary Resolution**
- 2. Issuance of Unsecured, Redeemable, Non-Convertible Debentures / Bonds / other Debt Securities on a private placement basis during FY 2026-27 – by way of a Special Resolution**

As per the provisions of applicable law, the Postal Ballot Notice is being dispatched by e-mail, only to those members whose names appeared in the Register of Members / List of Beneficial Owners received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively referred to as the "Depositories") and available with the Bank, as on Friday, January 30, 2026 and whose email address are registered with the Bank / Depositories / Depository Participants. A copy of the Postal Ballot Notice is also being made available on the website of the Bank <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html> and the website of NSDL, the remote e-voting service providing agency to the Bank www.evoting.nsdl.com.

The manner of voting on the proposed resolutions is restricted only to remote e-voting.

The Bank has engaged the services of NSDL for providing remote e-voting facility to all its members.

The e-voting period will commence on Tuesday, February 3, 2026 (9:00 a.m. IST) and end on Wednesday, March 4, 2026 (5:00 p.m. IST).

Members holding equity shares of the Bank as on Friday, January 30, 2026, the Cut-off Date only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in the Postal Ballot Notice.

Kotak Mahindra Bank Ltd.
CIN: L65110MH1985PLC038137

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

T +91 22 61660001
www.kotak.bank.in



Kotak Mahindra Bank

The Bank has made necessary arrangements to enable the eligible members who have not registered their e-mail address, to register the same so as to receive the Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password related details. The procedure for registration of e-mail address by such members is set out in Note 6 of the Postal Ballot Notice. The instructions for remote e-voting are set out in Note 7 of the Postal Ballot Notice.

The results of Postal Ballot will be declared on or before Friday, March 6, 2026.

We request you to kindly take the above information on your records and disseminate to all concerned.

Thanking you,

Yours faithfully
For Kotak Mahindra Bank Limited

Avan Doomasia
Company Secretary

Encl.: as above

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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.bank.in; **E-mail:** KotakBank.Secretarial@kotak.com

POSTAL BALLOT NOTICE

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 3/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions set out below are proposed to be passed by the members of Kotak Mahindra Bank Limited ("Bank") by means of a Postal Ballot, only by way of remote e-voting process.

The proposed resolutions and explanatory statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules, the MCA Circulars and Regulation 17(1) of the SEBI Listing Regulations, are appended below.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting ("e-voting"), i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the head 'Instructions for e-voting' at Note 7, which the members are requested to carefully read.

The Board of Directors of the Bank have appointed Mr. Alwyn D'Souza (Membership No. FCS 5559), Practising Company Secretary and Partner in M/s. Alwyn Jay & Co., Company Secretaries, as the Scrutiniser and Mr. Vijay Sonone (Membership No. FCS 7301), Practising Company Secretary and Partner in M/s. Alwyn Jay & Co., as an Alternate Scrutiniser to Mr. Alwyn D'Souza, for conducting the Postal Ballot process in a fair and transparent manner.

Members holding equity shares of the Bank on the Cut-off Date mentioned in this Postal Ballot Notice are requested to record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Wednesday, 4th March, 2026. The Bank has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to its members. In accordance with the MCA Circulars, the Bank has made necessary arrangements to enable the members to register their e-mail address. Those members who have not yet registered their e-mail address, are requested to register the same by following the procedure set out in Note 6 in this Postal Ballot Notice.

After completion of scrutiny of the votes cast, the Scrutiniser will submit the Scrutiniser's Report to the Chairman of the Bank, or in his absence, the Managing Director & CEO or the Company Secretary. The results of the e-voting will be announced by the Chairman of the Bank, or in his absence, the Managing Director & CEO or the Company Secretary, on or before Friday, 6th March, 2026. The said results, along with the Scrutiniser's Report, will be placed on the website of the Bank: <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html> and NSDL: www.evoting.nsdl.com and also displayed at the Registered Office of the Bank. The same will also be simultaneously forwarded to the Stock Exchanges where the equity shares of the Bank are listed, for placing the same on their websites. The resolutions, if approved, will be deemed to have been duly passed on the last date specified for e-voting, i.e., Wednesday, 4th March, 2026.

SPECIAL BUSINESS:

1. Appointment of Mr. Anup Kumar Saha as a Director and Whole-Time Director, to be designated as 'Whole-Time Director (Executive Director)' of the Bank and payment of remuneration to him

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

"RESOLVED that pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the Banking Regulation Act, 1949 ("BR Act"), Mr. Anup Kumar Saha (DIN: 07640220), appointed as an Additional Director to act as a Whole-time Director of Kotak Mahindra Bank Limited ("Bank"), to be designated as 'Whole-time Director (Executive Director)', for a period of three years, with effect from the date of receipt of all the regulatory and statutory approvals, as may be necessary from the Reserve Bank of India ("RBI") or any other regulatory / statutory authority, 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 as a Director of the Bank, with effect from the said date."

"RESOLVED FURTHER that pursuant to the provisions of Section 35-B and other applicable provisions of the BR Act, read with the rules, regulations, directions, guidelines and circulars issued by the RBI in this regard, Sections 152, 196, 197, 203, Schedule V and the applicable provisions of the Act read with the relevant rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), any other applicable law (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 pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") of the Bank and the approval of the Board of Directors of the Bank ("Board") and further subject to the approvals, as may be received or as may be necessary from the RBI and / or such other statutory / regulatory authority and subject to such conditions as may be prescribed by the RBI and / or such other regulatory / statutory authority while granting such approvals, the approval of the members of the Bank, be and is hereby accorded for the appointment of Mr. Anup Kumar Saha as a Whole-time Director of the Bank, to be designated as 'Whole-time Director (Executive Director)', for a period of three years, with effect from the date of receipt of all the regulatory and statutory approvals, as may be necessary from the RBI and / or any other regulatory / statutory authority, on the following terms and conditions of remuneration:

Particulars of Remuneration	Amount (in Rs.)
Basic Salary	Up to Rs. 35 lakh per month
Performance bonus	As may be decided by the Board of Directors
Allowances towards driver wages, furnishings, gas, electricity, water, servants, gardener, entertainment, etc.	Up to Rs. 80 lakh per annum
Perquisites	
i) Housing Accommodation - Fully furnished leased accommodation / House Rent Allowance	Up to Rs. 17.5 lakh per month
ii) Car	Use of the Bank's car for official and private purposes
iii) Medical Reimbursement	As per the Bank's rules applicable to employees of the Bank
Provident Fund/ Gratuity/ Superannuation/ NPS or allowance thereof	As per the Bank's rules applicable to employees of the Bank
Leave Travel Allowance	Up to Rs. 20 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/ Stock Appreciation Rights *	As may be granted by the Nomination & Remuneration Committee ("NRC")

* Variable component

Variable component elaborated:

As per the prevailing RBI Directions on Compensation, the total variable pay of Whole-time Director shall be limited to and cannot exceed a maximum of 300% of his fixed pay. Further, such variable pay shall be inclusive of cash as well as share-linked components.

The actual amount of performance bonus (cash or deferred cash component) and the Employee Stock Options / Performance linked Restricted Stock Units / Cash-linked Stock Appreciation Rights as variable pay (share-linked component) in the above table are part of the variable pay of Whole-time Director and linked to his performance, the performance of the Bank as a whole and such other performance-based criteria as may be determined by the NRC from time to time. The quantum and cycles of payment of performance bonus / grant of Employee Stock Options / Performance linked Restricted Stock Units / Stock Appreciation Rights shall be as determined by the NRC and Board of Directors and approved by the RBI from time to time, based on an annual review of performance and as per the Compensation Policy of the Bank, in line with the RBI (Commercial Banks – Governance) Directions, 2025, as may be in force from time to time."

"RESOLVED FURTHER that the Board (which term shall include any Committee which the Board may have constituted or may hereafter constitute and delegate with the powers necessary for the purpose), be and is hereby authorised to fix the actual amount of remuneration (including perquisites), payable or to be provided to Mr. Saha 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 approved by the RBI, on an application made by the Bank."

"RESOLVED FURTHER that Mr. Saha shall be subject to retirement by rotation during his tenure as 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. Saha, as minimum remuneration, subject to approvals, if any, from the RBI and / or any other regulatory / statutory authority."

"RESOLVED FURTHER that the Board, be and is hereby authorised to execute any agreement, document or instruction, as may be required and settle at its sole and absolute discretion, any query or difficulty that may arise in this regard and to generally do all such acts, deeds, matters and things as may be necessary and appropriate and to delegate all or any of its powers herein conferred to any Director / Officer of the Bank, to give effect to this resolution."

2. Issuance of Unsecured, Redeemable, Non-Convertible Debentures / Bonds / other Debt Securities on a private placement basis during FY 2026-27

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

“RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other rules, guidelines or circulars issued by the Ministry of Corporate Affairs and / or the Reserve Bank of India (“RBI”), from time to time, the applicable provisions of the Banking Regulation Act, 1949 and the applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 and such other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Bank and subject to such other approvals and consents, as may be necessary from any regulatory / statutory authority, the approval of the members of the Bank, be and is hereby accorded for borrowing and raising funds by the Board of Directors of the Bank (“Board”) by way of issuance of redeemable securities in the nature of Unsecured Non-Convertible Debentures / Bonds / other Debt securities, in Indian / foreign currency, in the domestic and / or overseas markets, as may be permitted under the RBI guidelines, as applicable and from time to time, in one or more series, on a private placement basis, during the financial year 2026-27, for an amount not exceeding Rs. 15,000 crore (Rupees Fifteen Thousand crore only), for its general corporate purposes and / or for financing infrastructure and affordable housing sector, within the overall borrowing limit of the Bank, as per the structure and on such terms as to price, coupon and such other terms and conditions as may be determined, from time to time, by the Board (including any Committee thereof, duly authorised by the Board in this behalf).”

“RESOLVED FURTHER that the Board (including any Committee thereof, duly authorised by the Board in this behalf) and any other person(s) duly authorised by the Board in this behalf, be and are hereby severally authorised to do all such acts, matters, deeds, matters and things and execute all such agreements, documents, instruments and writings, as may be required, with power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem necessary and give such directions as may be deemed necessary or expedient in connection with or incidental thereto, for giving effect to the above resolution, including but not limited to filing of necessary forms with the regulatory / statutory authorities and to comply with all other requirements in this regard.”

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

Place: Mumbai
Date: Monday, 2nd February, 2026

**Avan Doomasia
Company Secretary
(FCS. No. 3430)**

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

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, setting out all the material facts relating to and the recommendation of the Board of Directors pursuant to Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of the resolutions comprising Special Business at Item Nos. 1 and 2 contained in this Postal Ballot Notice dated Monday, 2nd February, 2026, is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, 30th January, 2026, received from the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) and whose e-mail address is registered with the Bank/Depositories/Depository Participants. A copy of this Postal Ballot Notice will also be available on the website of the Bank <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html>, the relevant section of the websites of the Stock Exchanges on which the equity shares of the Bank are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and the website of NSDL, www.evoting.nsdl.com, the remote e-voting service providing agency to the Bank.
3. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, are not being sent to any member. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted only to remote e-voting (“e-voting”), i.e., by casting votes electronically instead of submitting postal ballot forms.
4. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
5. The Cut-off date for the purpose of reckoning voting rights shall be Friday, 30th January, 2026 (“Cut-off Date”). Members holding equity shares of the Bank as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a member after the Cut-off Date is not eligible to vote.

6. Regarding receiving E-mail communication

Eligible Members who have not registered their e-mail IDs, are required to register the same on or before 10:00 a.m. (IST) on Wednesday, 4th March, 2026 so as to receive this Postal Ballot Notice and the procedure for e-voting along with the login ID and password related details.

Members may send request to procure e-mail communication of this Postal Ballot Notice from the Bank, by sending an email on KotakBank.Secretarial@kotak.com along with the documents mentioned below:

- (i) In case shares are held in physical form, please provide Folio Number, name of the member, 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).
- (ii) 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 the 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).

Members are required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-voting facility.

After successful submission of the e-mail ID, the Bank or NSDL will share an electronic copy of the Postal Ballot Notice within 48 hours of receiving details of e-mail ID.

It may be noted that the Bank/KFin Technologies Limited (“KFinTech”/“RTA”) may use the e-mail address of such member (in case of any physical shareholding) for sending all future correspondence (including Annual Reports, Notices, intimations, etc.) electronically and that the member would be deemed to have consented to the same.

7. INSTRUCTIONS FOR E-VOTING:

In accordance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 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”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Master Circular for compliance with the provisions of the SEBI Listing Regulations dated 11th July 2023 (as amended from time to time), Secretarial Standard on General Meetings (SS-2) and any amendments thereto, the Bank is providing facility for voting remotely, by electronic means, to its Eligible Members and the stated items of Special Business may be transacted through e-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.

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

The manner of e-voting 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 form (if any), and (iv) members who have not registered their e-mail address, is explained in the instructions given herein below:





(i) INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING EQUITY SHARES OF THE BANK 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/Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories/Depository Participant(s) 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	<p>Visit the e-voting website of NSDL by typing the following URL: https://www.evoting.nsdl.com/ in the web browser either on a personal computer or on a mobile or a 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 (i.e., your sixteen digit demat account number held with NSDL), Password/One Time Password (“OTP”) and a verification code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see the 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.</p> <p>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 redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>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 at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>

Type of Member	Login Method
Individual members holding equity shares of the Bank in demat mode with CDSL	<p>Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach NSDL e-voting page without any further authentication. The users logging in through Easi/Easiest are requested to visit CDSL website http://www.cdslindia.com/ https://www.evotingindia.com and click on login icon and then select New System Myeasi option, followed by entering the existing Myeasi username and password.</p> <p>After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see link to NSDL e-voting page for casting his/her vote during the remote e-voting period.</p> <p>If the user is not registered for Easi/Easiest, the option to register is available on CDSL's website www.cdslindia.com</p> <p>Click on login icon and then select New System Myeasi option. Then, click on registration option to complete registration. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN on the e-voting link available on http://www.cdslindia.com/ https://www.evotingindia.com The system will authenticate the user by sending OTP on registered Mobile and E-mail as recorded in the Demat Account.</p> <p>After successful authentication, user will be able to see the e-voting option where the e-voting cycles in progress can be viewed and votes can be cast by clicking on the name of the Bank appearing on the page.</p>
Individual members (holding equity shares of the Bank in demat mode) - Login through their Depository Participants	<p>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 can 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.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use 'Forget User ID' and 'Forget Password' option available at abovementioned website(s).

Contact details in case of any technical issue on NSDL Website / grievances	Contact details in case of any technical issue on CDSL Website / grievances
Members facing any technical issue during login, can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call on 022 - 4886 7000/ 1800 1020 990 and 1800 22 44 30.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call 18002109911.

(ii) INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING EQUITY SHARES OF THE BANK IN DEMAT MODE AND (II) ALL MEMBERS HOLDING EQUITY SHARES OF THE BANK IN PHYSICAL FORM (IF ANY)

Institutional/Corporate members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are appointed/authorised to vote, to the Scrutiniser by e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.com

(A) In case a member receives an e-mail from the Bank/NSDL [for members whose e-mail address is registered with the Bank/Depository Participant(s)]:

- Visit the e-voting website of NSDL by typing the following URL: <https://www.evoting.nsdl.com/> in the web browser either on a Personal Computer or on a mobile or a 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 3, 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 (if any)	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 (if any).	EVEN followed by Folio Number registered with the Bank. For example, if folio number is 001*** and EVEN is 138320, then user ID is 138320001***

5. Password details for members other than individual members are, given below:
- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your Demat Account or with the Bank, your 'initial password'/process to login would be communicated to you on your e-mail ID. Trace the e-mail sent to you by NSDL in 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
(Process for those members whose e-mail address are not registered):
 - (A) 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 form) option available 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.com 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.
 - (B) After entering your password, tick on "Agree to Terms and Conditions" by selecting on the check box.
 - (C) Now, you will have to click on "Login" button.
 - (D) 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.

- (i) After successful login at Step 1, you will be able to see all active "EVENTS".
- (ii) Select "EVENT" of the Bank for remote e-Voting.

- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) 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.
- (v) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

General Guidelines for members

- (i) Institutional/Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are appointed/authorised to vote, to the Scrutiniser by e-mail to alwyn.co@gmail.com with a copy marked to evoting@nsdl.com. Institutional 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.
- (ii) 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.
- (iii) In case of any queries, you may refer to the Frequently Asked Questions (“FAQs”) for members and the e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com

(B) In case of a member whose e-mail address is not registered/updated with the Bank/KFin Technologies Limited (“RTA”)/Depository/Depository Participant(s), please follow the following steps to generate your login credentials:

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

- a) In case shares are held in physical form, please provide Folio Number, name of the member, 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 the 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.

8. The documents referred to in this Postal Ballot Notice shall be open for inspection from 9:00 a.m. IST on Tuesday, 3rd February, 2026 till 5:00 p.m. IST on Wednesday, 4th March, 2026, in electronic mode, without any fee, on the Bank's website at <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html>
9. In case of any queries, you may refer to the Frequently Asked Questions ("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.
10. **The voting period shall commence on Tuesday, 3rd February, 2026 (9:00 a.m. IST) and end on Wednesday, 4th March, 2026 (5:00 p.m. IST). During this period, Eligible Members may cast their votes electronically.**
11. Vote on a resolution, once cast, cannot be changed subsequently.
12. There will be one login for every Folio/Client ID irrespective of the number of joint holders.
13. 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, subject to applicable laws, including the Banking Regulation Act, 1949.
14. The Board of Directors of the Bank have appointed Mr. Alwyn D'Souza, Practising Company Secretary (Membership No. FCS 5559), Practising Company Secretary and Partner in M/s. Alwyn Jay & Co., as the Scrutiniser and Mr. Vijay Sonone, Practising Company Secretary (Membership No. FCS 7301), Practising Company Secretary and Partner in M/s. Alwyn Jay & Co., Company Secretaries, as an Alternate Scrutiniser to Mr. Alwyn D'Souza, for conducting the Postal Ballot process in a fair and transparent manner.
15. After completion of scrutiny of the votes cast, the Scrutiniser will submit Scrutiniser's Report to the Chairman of the Bank, or in his absence, to the Managing Director & CEO, or in his absence, to the Company Secretary. The results of the e-voting will be announced by the Chairman of the Bank, or in his absence, the Managing Director & CEO, or in his absence, the Company Secretary, on or before Friday, 6th March, 2026. The resolutions, if approved, will be deemed to have been duly passed on the last date specified for e-voting, i.e., Wednesday, 4th March, 2026.
16. The said results, along with the Scrutiniser's Report, will be placed on the website of the Bank, <https://www.kotak.bank.in/en/investor-relations/governance/sebi-listing-disclosures.html> NSDL, www.evoting.nsdl.com and also displayed at the Registered Office of the Bank. The same will also be simultaneously forwarded to the Stock Exchanges where the equity shares of the Bank are listed, for placing the same on their websites, i.e., BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, ALONG WITH THE RATIONALE FOR RECOMMENDATION OF THE ITEMS OF BUSINESS BY THE BOARD OF DIRECTORS PURSUANT TO REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts and recommendation of the Board of Directors pursuant to Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the items of Special Business, mentioned in this Postal Ballot Notice dated Monday, 2nd February, 2026:

Item No. 1

In view of the growing complexity of the banking sector and to enhance the representation of the operating management on the Bank's Board as also to restore the number of Executive Directors to four, as was the case in the year 2023, the Board of Directors of the Bank, at their meeting held on 12th January, 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and upon evaluation of Mr. Anup Kumar Saha's (DIN: 07640220) eligibility in terms of the 'Fit and Proper' criteria as laid down by the Reserve Bank of India ("RBI") and in compliance with the provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Banking Regulation Act, 1949 ("BR Act") and the various circulars issued by the RBI, from time to time, appointed Mr. Saha as an Additional Director and a Whole-time Director, to be designated as 'Whole-time Director (Executive Director)' of the Bank, for a period of three years, with effect from the date of receipt of all the regulatory and statutory approvals, as may be necessary from the RBI and / or any other regulatory / statutory authority and subject to the approval of the members, on the terms and conditions of remuneration, as set out in the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice. Mr. Saha has been appointed as a Senior Management Personnel of the Bank, designated as the Whole-time Director (Designate), from 12th January, 2026, till his appointment as a Whole-time Director takes effect.

Mr. Anup Kumar Saha has over 32 years of professional experience, of which 25 years has been in financial services across banking and non-banking financial institutions. Prior to Kotak Mahindra Bank Limited, Mr. Saha was associated with Bajaj Finance Limited ("BFL") (from October 2017 to January 2026) where he progressively held senior roles, starting as President - Consumer Finance (from October 2017 to March 2019), then as Deputy CEO - Consumer, MSME, Marketing, Operations & Service and Digital platform (from April 2019 to March 2022), then as the Executive Director (April 2022-March 2024), then as the Deputy Managing Director (April 2024-March 2025) and finally, as the Managing Director & CEO (from April 2025 until his resignation in July 2025). In his Executive Directorship roles at BFL, Mr. Saha was responsible for the entire standalone business of BFL.

Prior to BFL, Mr. Saha spent 14 years at ICICI Bank Limited ("ICICI Bank") (May 2003-June 2017), where he served in senior roles, leading Retail Secured Assets, Business Intelligence, Retail and Rural Collections, Credit Cards, and Retail Structured Finance. He also served as a Nominee Director of ICICI Bank on the boards of TransUnion CIBIL Limited and ICICI Home Finance Limited.

Earlier in his career, Mr. Saha worked with GE Capital (1999-2003) looking after credit cards sales and analytics and Bharat Heavy Electricals Limited (1991-1995) in production engineering, following a brief stint in consumer durable sales.

Mr. Saha has B. Tech degree in Engineering from IIT - Kharagpur and has also completed MBA from IIM - Lucknow.

The brief details of Mr. Saha, in terms of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in the Annexure to this Postal Ballot Notice.

The Bank has received a notice in writing, in terms of Section 160(1) of the Act, from a member proposing the candidature of Mr. Saha for the office of Director of the Bank.

Mr. Saha is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority. He has furnished to the Bank, his consent to act as a Director and Whole-time Director and has confirmed that he is not disqualified from being appointed as a Director of the Bank.

Mr. Saha has relevant knowledge and practical experience and expertise in the areas of Accountancy, Agriculture and Rural Economy, Banking, Economics, Finance, Small-Scale Industry, Information Technology, Payment & Settlement Systems, Human Resources, Risk Management and Business Management, as required under Section 10A 2(a) of the BR Act and the relevant circulars issued by the RBI, from time to time.

The Board of Directors of the Bank are of the view that Mr. Saha possesses requisite skills and capabilities and given his vast experience, business acumen and the understanding of the complexities involved in the banking and financial services business, it is considered desirable and in the interest and of immense benefit to the Bank to appoint Mr. Saha as a Director and Whole-time Director of the Bank.

The Bank has made the necessary application to the RBI for the appointment of Mr. Saha and the approval of RBI is awaited.

Mr. Saha is not related to any Director or Key Managerial Personnel of the Bank.

Approval of the members is sought for the proposed appointment of and payment of remuneration to Mr. Saha, as set out in the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice. In accordance with the facts of the proposal and the rationale as aforesaid, your Board recommends passing of the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

Except for Mr. Saha and his relatives, none of the Directors, Key Managerial Personnel of the Bank or their respective relatives are, in any way, concerned or interested parties, financially or otherwise, in the passing of the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

Item No. 2

As per the provisions of the Companies Act, 2013 ("Act") (including any statutory modifications or re-enactments thereof, for the time being in force), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Rules"), as amended from time to time, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, where the proposed amount to be raised through such offer or invitation, together with monies already borrowed or raised, exceeds the limit as specified under the Act. It shall be sufficient if the company passes a previous Special Resolution only once in a year for all such offers or invitations during the year.

Earlier, the members had, vide a Special Resolution passed on 20th February, 2025, approved the issuance of redeemable securities in the nature of Unsecured Non-Convertible Debentures / Bonds / other Debt securities, on a private placement basis, in accordance with the provisions of the Act, for an amount not exceeding Rs. 10,000 crore, during the financial year 2025-26, for its general corporate purposes and / or for financing infrastructure and affordable housing sector, within the overall borrowing limit of the Board of Directors under Section 180(1)(c) of the Act.

With a view to catering to the increased credit demand from the eligible sectors as per the extant guidelines of the Reserve Bank of India ("RBI"), the Bank may be required to borrow money / (ies) by way of issue, from time to time, of redeemable securities in the nature of Unsecured Non-Convertible Debentures / Bonds / other Debt securities, in Indian / foreign currency, in the domestic and / or overseas markets, in one or more tranches or series, on a private placement basis, for an amount not exceeding Rs. 15,000 crore (Rupees Fifteen Thousand crore only), for its general corporate purposes and / or for financing infrastructure and affordable housing sector, during the financial year 2026-27, as per the aforesaid provisions of the Act and the Rules and within the overall borrowing limit of the Board of Directors under Section 180(1)(c) of the Act.

The pricing of the Non-Convertible Debentures / Bonds / other Debt securities depends primarily upon the rates prevailing for risk free instruments, rates of other competing instruments of similar rating and tenor in the markets, investor appetite for such instruments and investor regulations which enable investments in such instruments. The Board of Directors had, at their meeting on 24th January, 2026, approved of the borrowing / raising of funds, during the financial year 2026-27, by way of issuance of redeemable securities in the nature of Unsecured Non-Convertible Debentures / Bonds / other Securities, in Indian / foreign currency, in domestic and / or overseas markets, for an amount not exceeding Rs. 15,000 crore (Rupees Fifteen Thousand crore only), on a private placement basis, in one or more tranches and series, although within the overall borrowing limits of the Bank, as per the structure and on such terms and conditions as may be determined, from time to time, by the Board of Directors of the Bank or any Committee, subject to the approval of the members of the Bank and subject to such other approvals, consents, as may be necessary from any regulatory / statutory authority.

The approval of the members is being sought by way of a Special Resolution, under the applicable provisions of the Act read with the Rules made thereunder, for the aforementioned purpose.

None of the Directors, Key Managerial Personnel of the Bank or their respective relatives are, in any way concerned or interested parties, financially or otherwise, in the passing of the Special Resolution at Item No. 2 of the accompanying Postal Ballot Notice.

In accordance with the facts of the proposal and the rationale as aforesaid, your Board recommends the passing of the Special Resolution at Item No. 2 of the accompanying Postal Ballot Notice.

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

Place: Mumbai
Date: Monday, 2nd February, 2026

**Avan Doomasia
Company Secretary
(FCS. No. 3430)**

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

**DETAILS OF THE DIRECTOR BEING APPOINTED AS SET OUT IN THE
POSTAL BALLOT NOTICE**

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Anup Kumar Saha
DIN	07640220
Age	55 years
Qualification	<ul style="list-style-type: none"> B. Tech degree in Engineering from IIT - Kharagpur MBA from IIM - Lucknow
Brief details, nature of expertise in specific functional area and experience	<p>Accountancy, Agriculture and Rural Economy, Banking, Economics, Finance, Small-Scale Industry, Information Technology, Payment & Settlement Systems, Human Resources, Risk Management and Business Management</p> <p>For detailed profile of Mr. Saha, please refer Item No. 1 of the explanatory statement to this Postal Ballot Notice.</p>
Terms and Conditions of appointment including remuneration sought to be paid	As detailed in Item No. 1 of the explanatory statement to this Postal Ballot Notice.
Remuneration last drawn: (a) as a Director of the Bank	Not applicable (the appointment is yet to come into effect)
(b) as a Director on the Board of Kotak Group entities	Not applicable (the appointment is yet to come into effect)
Date of Appointment	Appointment would be effective from the date of receipt of all the regulatory and statutory approvals, as may be necessary from the Reserve Bank of India (RBI) or any other regulatory / statutory authority, as necessary
Directorships in other companies / Positions in other entities	Nil
Memberships / Chairmanships of Committees in companies / positions in other entities	Nil

Name of the Director	Mr. Anup Kumar Saha
Listed entities from which the Director resigned in the past three years	Bajaj Finance Limited
Relationship between Directors inter-se and Key Managerial Personnel of the Bank	Nil
Shareholding in the Bank (including as beneficial owner) as on date	Nil
Number of Board Meetings attended	Not Applicable (the appointment is yet to come into effect)

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

Place: Mumbai
Date: Monday, 2nd February, 2026

**Avan Doomasia
Company Secretary
(FCS. No. 3430)**

Registered Office:
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Bandra (East), Mumbai - 400 051
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