



10th January, 2024

**BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001.**

Sub: Corporate Governance Report pursuant to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith the Corporate Governance Report for quarter ended 31st December, 2023.

This is for your information and record.

Thanking you,

Yours faithfully,

For **KOTAK MAHINDRA INVESTMENTS LIMITED**

RAJEEV
KUMAR

Digitally signed by
RAJEEV KUMAR
Date: 2024.01.10
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Rajeev Kumar
Company Secretary and Compliance Officer

Kotak Mahindra Investments Ltd.

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India

Corporate Governance Report - High Value Debt Listed Entities

Name of the Listed Entity	KOTAK MAHINDRA INVESTMENTS LIMITED
Quarter Ended	31-12-2023
Date of Submission of report on on BSE Listing Centre	`10-01-2023
Whether the Company was HVDL as on end of the quarter.	YES
Whether HVDL provisions have become applicable during the course of the quaters if the answer to above is NO.	NO

I. Composition of Board of Directors													
Title (Mr./ Ms.)	Name of the Director	PAN\$ & DIN		Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)&	Initial date of Appointment	Date of Reap-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No of Independent directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	UDAY KOTAK	AABPK8999F	00007467	Chairperson/Non-Executive	01-10-2013			123.00	15-03-1959	1	0	1	1
Mr	CHANDERSHEKHAR SATHE	AADPS4027Q	00017605	Non-Executive Independent	30-03-2015	30-03-2020		105.00	01-09-1950	0	0	3	0
Mr	PARESH SHEERESH PARASNIS	AADPP5795J	02412035	Non-Executive Independent	18-10-2022			14.00	11-10-1961	0	0	2	0
Mr	PARITOSH KASHYAP	AAKPK4833P	07656300	Non-Executive - Non Independent	09-12-2016			84.00	05-10-1968	0	0	2	0
Mrs	PADMINI KHARE KAICKER	AAKPK3147J	00296388	Non-Executive Independent	17-08-2015	17-08-2020		100.00	15-04-1965	4	4	6	4
Mr	PHANI SHANKAR	AJAPS4154J	09663183	Non-Executive - Non Independent	05-07-2022			18.00	17-01-1971	0	0	0	0
Mr	AMIT BAGRI	AAAPB2810M	09659093	Executive	01-07-2022			18.00	20-12-1973	0	0	0	0
Mr	PRAKASH APTE	AABPA3173H	00196106	Non-Executive Independent	13-02-2023			11.00	06-05-1954	4	4	7	3
Whether Regular chairperson appointed - Yes													
Whether Chairperson is related to managing director or CEO - No													
SPAN of any director would not be displayed on the website of Stock Exchange													
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen													
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.													

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	PADMINI KHARE KAICKER	Chairperson, Non-Executive Independent	17-08-2015	
		CHANDERSHEKHAR SATHE	Member, Non-Executive Independent	30-03-2015	
		PHANI SHANKAR	Member, Non-Executive	05-07-2022	
		PARESH SHEERESH PARASNIS	Member, Non-Executive Independent	20-10-2022	
2. Nomination & Remuneration Committee	Yes	PADMINI KHARE KAICKER	Chairperson, Non-Executive Independent	17-08-2015	
		CHANDERSHEKHAR SATHE	Member, Non-Executive Independent	30-03-2015	
		PARITOSH KASHYAP	Member, Non-Executive	29-06-2022	
3. Risk Management Committee(if applicable)	Yes	CHANDERSHEKHAR SATHE	Chairperson, Non-Executive Independent	29-06-2022	
		PARITOSH KASHYAP	Member, Non-Executive	14-09-2018	
		AMIT BAGRI	Member, Executive	01-07-2022	
		PHANI SHANKAR	Member, Non-Executive	05-07-2022	
4. Stakeholders Relationship Committee	Yes	PRAKASH APTE	Chairperson, Non-Executive Independent	20-03-2023	
		PARITOSH KASHYAP	Member, Non-Executive	20-03-2023	
		AMIT BAGRI	Member, Executive	20-03-2023	
5. Corporate Social Responsibility Committee	Yes	PARESH SHEERESH PARASNIS	Chairperson, Non-Executive Independent	20-10-2022	
		PARITOSH KASHYAP	Member, Non-Executive	20-07-2019	
		AMIT BAGRI	Member, Executive	01-07-2022	
		PRAKASH APTE	Member, Non-Executive Independent	20-03-2023	
* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met* (Yes / No)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
06-07-2023		Yes	8	4	
18-07-2023		Yes	8	4	11
05-08-2023		Yes	8	4	17
24-08-2023		Yes	8	4	18
05-09-2023		Yes	8	4	11
15-09-2023		Yes	8	4	9
27-09-2023		Yes	8	4	11
	19-10-2023	Yes	8	4	21
	08-11-2023	Yes	6	3	19
	10-11-2023	Yes	6	3	1
	16-11-2023	Yes	8	4	5
	22-12-2023	Yes	8	4	35
* to be filled in only for the current quarter meetings					

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Date(s) of meeting of the committee in the previous quarter	Whether requirement of Quorum met (details)* (Yes / No)	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings in number of days*
<i>Audit Committee</i>					
	18-07-2023	Yes	4	3	
05-10-2023		Yes	4	3	78
19-10-2023		Yes	4	3	13
19-12-2023		Yes	4	3	60
<i>Nomination and Remuneration Committee</i>					
	04-09-2023	Yes	3	2	
11-12-2023		Yes	3	2	97
<i>Stakeholders Relationship Committee</i>					
14-12-2023		Yes	3	1	
<i>Risk Management Committee</i>					
	14-09-2023	Yes	4	1	
24-11-2023		Yes	4	1	70
<i>Corporate Social Responsibility Committee</i>					
	04-07-2023	Yes	4	2	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					

V. Related Party Transactions		
<i>Subject</i>	<i>Compliance status (Yes/No) refer note below</i>	<i>Detailed Reason / explanation for Non-compliance</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes	

VI. Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No)	Detailed Reason / explanation for Non-compliance
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of board of directors	17(2)	Yes	
Quorum of board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for Appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes	
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party Transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
Directors and Officers insurance	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.	-	Yes	
The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	-	Yes	
The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	-	Yes	
a. Audit Committee		Yes	
b. Nomination & Remuneration Committee		Yes	
c. Stakeholders Relationship Committee		Yes	
d. Risk management committee (as applicable)		Yes	
The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	-	Yes	
The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	-	Yes	
This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	-	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	53	Yes	