

**MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF
THE AXIS BANK LIMITED HELD ON FRIDAY, THE 19TH JULY, 2013 AT 10.00 A.M.
AT J. B. AUDITORIUM, AHMEDABAD MANAGEMENT ASSOCIATION, AMA COMPLEX, ATIRA,
DR. VIKRAM SARABHAI MARG, AHMEDABAD – 380 015**

The following Directors/Shareholders were present:

Sanjiv Misra	: Chairman
Shikha Sharma	: Managing Director & CEO
V. R. Kaundinya	: Director
S. B. Mathur	: Director
Prasad Menon	: Director
R. N. Bhattacharyya	: Director
Samir K. Barua	: Director
Ireena Vittal	: Director
Rohit Bhagat	: Director
Somnath Sengupta	: Executive Director /Shareholder
V. Srinivasan	: Executive Director/Shareholder
B. Baburao	: Representative of the Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI)
Sanjeev Mehta	: Representative of Life Insurance Corporation of India
Chetan D. Thakkar	: Representative of New India Assurance Company Limited and Proxy holder of General Insurance Corporation of India
Jose George	: Representative of United India Insurance Company Limited
Balwant Singh	: Representative of Oriental Insurance Company Limited
K. C. Gupta	: Representative of National Insurance Company Limited
P. J. Oza	: Company Secretary/Shareholder/Proxy holder

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For AXIS BANK LIMITED**


P. J. OZA
Company Secretary

100 other shareholders were present in person/proxy/as representative.

Dr. Sanjiv Misra, Chairman introduced himself and welcoming the shareholders to the meeting, thanked them for attending the nineteenth Annual General Meeting.

The Chairman, thereafter, introduced all the Directors on the dais and enquired if the requisite quorum for the meeting had been met. On being informed that the quorum was available, he declared that the meeting was valid and business could, therefore, commence. The Chairman informed the members that the Bank had received 508 valid proxies involving 16,43,10,028 equity shares.

The Chairman then informed the shareholders that all the statutory registers and certificates were kept open for their inspection during the course of meeting. He also stated that Shri S. B. Mathur, Director and the Chairman of the Audit Committee of the Board, representing the Audit Committee, to provide any clarification on matters relating to audit.

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With the permission of the shareholders, the notice of the meeting was taken as read and Shri P. J. Oza, Company Secretary then read the Auditors' report.

ASST. MGR. (C.A.)
SYSTEMS & MISCELLANEOUS
The Chairman, thereafter, delivered his speech stating that the Bank had delivered another strong performance in the financial year 2012-13 with a net profit of Rs. 5,179 crores. He observed that the global economic environment remained challenging in fiscal 2013, with growth slowing down in both developed and emerging economies. Several developed countries, especially in Europe, faced recessionary conditions with weak employment and demand, compounded partly by fiscal austerity. While economic growth in the US improved marginally, concerns on fiscal tightening kept growth momentum low. India was affected by both global and domestic events, leading to a slowdown in economic activity. GDP growth fell to 5.0% in fiscal 2012-13 from 6.2% in the previous year. A fall in exports, together with high imports, led to a deterioration of the Current Account Deficit (CAD). Capital inflows, although higher, fell short of this deficit, leading to a sharp depreciation of the Rupee. The persisting high inflation and macro-economic imbalances resulted in a tight monetary policy stance for much of the year. As a result of high interest rates and project implementation bottlenecks, investments declined significantly.

He further added that for the banking sector, the macroeconomic stress led to several challenges: a sharp drop in financial savings, deposit and credit growth. With system liquidity remaining in deficit, despite the periodical infusion of funds by RBI through the year, interest rates remained high. A normal monsoon was expected to reinforce growth and rural demand. The current volatility in the financial and currency markets could temporarily affect the measures taken by RBI, however, to ease monetary policy. However, the government indicated an acceleration of reforms which should gradually improve the economic environment.

The Chairman informed the shareholders that the expansion of the Bank's network of delivery channels had been an important part of its customer-acquisition strategy and the Bank was currently present in all States and Union Territories (except Lakshadweep) covering 1,263 centres. The Bank also had an overseas presence across six countries with branches, representative offices and a wholly owned subsidiary. The number of branches and extension counters increased during the year from 1,622 to 1,947 while the number of ATMs increased from 9,924 to 11,245.

During the year, the Bank earned a net profit of ₹5,179.43 crores, an increase of 22% over the previous year and reported a healthy Return on Equity of 20.51% and a Return on Assets of 1.70%. The growth in net profit was supported by a solid growth of the core income streams of the Bank, comprising net interest income and fee income. Net interest income grew 21% to reach ₹9,666 crores while fee and other income also increased by 21% to reach ₹6,551 crores.

The Bank's financial results reflect the strong underlying performance across all businesses, with both deposits and loans of the Bank growing consistently. The total assets of the Bank increased 19% to ₹3,40,561 crores. Total deposits rose 15% to reach ₹2,52,614 crores and total advances grew 16% to reach ₹1,96,966 crores.

The Bank continued to focus on low-cost deposits. Savings Bank deposits increased 23.44% to reach ₹63,778 crores, while Current Account deposits increased 21.55% to a level of ₹48,322 crores. At the year-end, CASA constituted 44.38% of total deposits as compared to 41.54% last year.

Of the total advances, corporate advances (comprising large, infrastructure and mid-corporate accounts) increased 7.89% to ₹98,239 crores and SME loans increased 25.75% to ₹29,922 crores. Agricultural lending (including micro-finance) stood at ₹14,845 crores. Retail loans increased 43.62% to ₹53,960 crores. The percentage share of retail loans to total advances increased to 27.40% from 22.13% last year.

The asset quality of the Bank remained healthy, the Gross NPA ratio being 1.06% of gross customer assets and the Net NPA ratio standing at 0.32% of net customer assets. With higher levels of provisions created over and above the regulatory norms during the year, the Bank had a Provision Coverage Ratio of 79.15% at the end of March 2013.

During the year, the demerger of certain financial services business undertaken by Enam Securities Private Ltd. (ESPL) to the Bank's wholly owned subsidiary Axis Capital Ltd. was concluded and subsequently the Investment Banking business of the Bank was being carried out by Axis Capital Ltd. The Axis Group was well positioned to leverage the combined strength of the Bank and the erstwhile ESPL's expertise in investment banking and equities franchise.

The Chairman also informed the shareholders of certain allegations by an online magazine against the Bank that were reported in the media. He stated that the Bank carried out an extensive investigation into the allegations and RBI also carried out a scrutiny of the Bank's systems and processes, compliance standards and internal controls. No evidence of money laundering had come to light. However, based upon their assessment of process deficiencies in some areas, a penalty has been imposed. The Chairman assured the shareholders that the Bank had given highest priority to strengthening its system of controls and was working proactively towards preventing any recurrence of such deficiencies in future. The Bank continued to focus on a balanced-growth strategy that was supported by high governance standards as well as strict compliance with the regulatory and control framework.

The Chairman further informed that during the year, the Bank had raised equity capital aggregating ₹5,537 crores, through a Qualified Institutional Placement (QIP) and a preferential allotment of equity shares to the promoters of the Bank. The Bank had also raised Tier II capital amounting to ₹2,500 crores by way of sub-ordinated bonds. These measures had strengthened the Bank's capital position, particularly Tier I capital, providing adequate support for future growth.

The Chairman also announced to the shareholders that the Board of Directors had recommended a dividend of ₹18.00 per share as against the dividend of ₹16.00 per share declared in the previous year in view of the Bank's performance.

He also stated that as on 31st March 2013, the Bank had seven subsidiaries and that Axis Bank UK Limited, the overseas subsidiary of the Bank, had received approval of the Financial Services Authority (FSA) on 19th April 2013 to commence banking operations in UK.

The Chairman further mentioned that the Bank would continue its focus on profitable growth and expansion and would exploit all potential business opportunities that led to enhancement of shareholder value while fully complying with the regulatory requirements.

On behalf of the Board of Directors, the Chairman then conveyed his appreciation and gratitude to all the Bank's employees, Reserve Bank of India and other regulatory authorities, business associates, depositors, customers and shareholders for their continued cooperation and valuable support.

The Chairman, thereafter, proposed the first resolution regarding consideration and adoption of the Annual Accounts as on 31st March, 2013 and reports of Directors and Auditors thereon. He invited the shareholders to respond to or seek any clarifications on the Annual Accounts of the Bank for the year 2012-13, as also on the working and activities of the Bank.

The shareholders of the Bank spoke on or sought clarifications about various matters as outlined below.

Shri Jaswant C. Modi, congratulated the management for the good performance during the year ended 31st March, 2013 and also during first quarter ended 30th June, 2013 despite the difficult economic conditions. He suggested that the NPA and expenses of the Bank be contained. Shri P. K. Vyas suggested that stock options be granted to all employees under the ESOP Scheme of the Bank. He further suggested that the cheques be accepted over the Bank counters at all branches instead of through the drop-box facility. Shri Atul Parikh observed that the performance of the Bank was good during the year ended 31st March, 2013 and shareholders were rewarded by way of a high rate of dividend for the year. Shri Tejas Shah thanked the management of the Bank for timely delivery of the Annual Report 2012-13. He raised a query relating to the report of the Reserve Bank of India on the Cobra post sting operation. He also asked about Savings Bank account schemes for the shareholders, if any, introduced by the Bank, as also wanted to know the details of investments made by the Bank in Gujarat NRE Coke and its present status. He complimented the management for the corporate social responsibility initiatives undertaken by the Bank. Shri Rajeev Shah, a shareholder asked the Bank about its future business plans and its roadmap to contend with the advent of new private sector banks. Shri Hasmukhbhai K. Thakkar suggested that the interest on the savings bank account be increased and account-opening forms be printed in regional languages. He also suggested that the equity shares of the Bank be split and the existing shareholders be given shares by way of rights issue or any other mode.

Smt. Shikha Sharma, Managing Director & CEO, thereafter, replied to the queries/suggestions of various shareholders to their satisfaction.

The Chairman thereafter took up the items on the agenda for the meeting.

1. Shri Lal Singh, a shareholder, thereafter proposed the following resolution as on ordinary resolution, which was seconded by Shri B. Baburao, SUUTI representative :

"RESOLVED THAT the Balance Sheet of the Bank as on 31st March, 2013, and the Profit and Loss Account and the Cash flow statement for the year ended 31st March, 2013, as also the reports of the Board of Directors and Auditors of the Bank as laid before the members at this meeting be and are hereby adopted."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed by majority with one member voting against the resolution.

2. Shri J. C. Modi, a shareholder, thereafter proposed the following resolution as on ordinary resolution, which was seconded by Shri Lal Singh :

"RESOLVED THAT Shri S. B. Mathur, who pursuant to the provisions of Article 89 of the Articles of Association of the Bank retires by rotation at the Nineteenth Annual General Meeting of the Bank, and being eligible has offered himself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Bank."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

3. Shri Rajendra Swaminarayan, a shareholder, thereafter proposed the following resolution as an ordinary resolution, which was seconded by Shri J. C. Modi :

"RESOLVED THAT Shri Prasad R. Menon, who pursuant to the provisions of Article 89 of the Articles of Association of the Bank retires by rotation at the Nineteenth Annual General Meeting of the Bank, and being eligible has offered himself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Bank."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

4. Shri B. Baburao, SUUTI representative, thereafter, proposed the following resolution as an ordinary resolution, which was seconded by Shri P. K. Vyas :

"RESOLVED THAT Shri R. N. Bhattacharyya, who pursuant to the provisions of Article 89 of the Articles of Association of the Bank retires by rotation at the Nineteenth Annual General Meeting of the Bank, and being eligible has offered himself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Bank."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

5. Shri Lal Singh, a shareholder, thereafter proposed the following resolution as an ordinary resolution, which was seconded by Shri J. C. Modi :

"RESOLVED THAT a dividend @ Rs.18.00 per share, i.e. 180% on the equity shares of the Bank for the year ended 31st March, 2013, as recommended by the Board of Directors at its meeting held on 24th April, 2013 be and is hereby approved and declared."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

6. Shri Mrugesh Suthar, a shareholder, thereafter proposed the following resolution as a special resolution, which was seconded by Shri Lal Singh :

"RESOLVED THAT pursuant to the provisions of Section 224A and other applicable provisions, if any, of the Companies Act, 1956 and the Banking Regulation Act, 1949, M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad, ICAI Registration Number 117365W, be and are hereby appointed as the Statutory Auditors of the Bank to hold office from the conclusion of the Nineteenth Annual General Meeting until the conclusion of the Twentieth Annual General Meeting, on such remuneration as may be approved by the Audit Committee of the Board."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

7. Shri B. Baburao, SUUTI representative thereafter proposed the following resolution as an ordinary resolution, which was seconded by Shri Lal Singh :

"RESOLVED THAT Smt. Ireena Vittal, who was appointed as an Additional Director at the meeting of the Board of Directors held on 3rd November, 2012 and who holds office as such upto the date of this Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Smt. Ireena Vittal as a candidate for the office of Director of the Bank is hereby appointed as a Director of the Bank, liable to retire by rotation."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

8. Shri J. C. Modi, a shareholder, thereafter proposed the following resolution as an ordinary resolution, which was seconded by Shri Lal Singh :

"RESOLVED THAT Shri Rohit Bhagat, who was appointed as an Additional Director at the meeting of the Board of Directors held on 16th January, 2013 and who holds office as such upto the date of this Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Shri Rohit Bhagat as a candidate for the office of Director of the Bank is hereby appointed as a Director of the Bank, liable to retire by rotation."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

9. Dr. Sanjiv Misra being interested in the resolution Nos. 9 and 10 recused himself from the Chair. Smt. Shikha Sharma took the chair for resolution nos. 9 and 10.

Shri Lal Singh, a shareholder, thereafter proposed the following resolution as an ordinary resolution, which was seconded by Shri Hasmukhbhai Thakkar :

"RESOLVED THAT Dr. Sanjiv Misra, who was appointed as an Additional Director with effect from 8th March, 2013 (Date of RBI approval) and who holds office as such upto the date of this Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Dr. Sanjiv Misra as a candidate for the office of Director of the Bank is hereby appointed as a Director of the Bank, not liable to retire by rotation."

Smt. Shikha Sharma thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

10. Shri P. K. Vyas, a shareholder, thereafter proposed the following resolution as an ordinary resolution, which was seconded by Shri Lal Singh :

"RESOLVED THAT pursuant to the provisions of the Companies Act, 1956, Banking Regulation Act, 1949 and Articles of Association of the Bank, Dr. Sanjiv Misra is appointed as the Non-Executive Chairman of the Bank for a period of three years, effective 8th March, 2013 upto 7th March, 2016 and he be paid remuneration as a Non-Executive Chairman of the Bank as per the following terms and conditions:

Particulars	
1. Remuneration	Rs. 15 lacs p.a.

Perquisites		
1.	Staff Car	Car to be provided by the Bank
2.	Touring	Traveling expenses to be borne by the Bank for Board functions as a Chairman.
3.	Driver, Office, Office Staff	Furnishing of office including all equipments – upto a total cost of Rs. 7.5 lacs (one-time expenses). Expenses for office maintenance – Rs. 1,25,000/- per month as a reimbursement on the basis of self declaration.
4.	Sitting Fees	As payable to other Non-Executive Directors"

"RESOLVED FURTHER THAT the Board of Directors of the Bank is authorised to do all such acts, deeds and things and to execute any document or instruction etc. as may be required to give effect to this Resolution."

Smt. Shikha Sharma thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

Smt. Shikha Sharma, thereafter, requested Dr. Sanjiv Misra to again chair the meeting, which Dr. Sanjiv Misra did.

11. Shri B. Baburao, SUUTI representative thereafter, proposed the following resolution as an ordinary resolution, which was seconded by Shri Lal Singh :

"RESOLVED THAT subject to approval by the Reserve Bank of India, approval of the members of the Bank is hereby given for revising the remuneration by way of salary and perquisites payable to Smt. Shikha Sharma, Managing Director and CEO of the Bank, with effect from 1st June, 2013, as under :

- Basic Salary: Rs. 1,96,02,000 per annum.
- House Rent Allowance in lieu of Bank's owned / leased accommodation be paid at Rs. 65,47,200 per annum.
- Utility Bills be reimbursed at actual upto a limit of Rs. 3,30,000 per annum.
- Leave Fare Concession facility be paid at Rs. 12,26,500 per annum.
- Variable Pay to be paid as decided by the Board.
- All other terms and conditions of her employment to remain unchanged."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

12. Shri Lal Singh, a shareholder, thereafter proposed the following resolution as an ordinary resolution, which was seconded by Shri Mrugesh Suthar :

"RESOLVED THAT subject to approval by the Reserve Bank of India, approval of the members of the Bank is hereby given for revising the remuneration by way of salary and perquisites payable to Shri Somnath Sengupta, Executive Director and Head (Corporate Centre) of the Bank, with effect from 1st April, 2013 or such other date as may be approved by RBI, as under :

- a. Basic Salary: Rs. 1,27,08,720 per annum
- b. House Rent Allowance in lieu of Bank's owned / leased accommodation be paid at Rs. 30,89,120 per annum.
- c. Utility Bills be reimbursed at actual upto a limit of Rs. 1,32,000 per annum.
- d. Leave Fare Concession facility be paid at Rs. 5,50,000 per annum.
- e. Variable Pay to be paid as decided by the Board.
- f. All other terms and conditions of his employment to remain unchanged."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

13. Shri P K Vyas, a shareholder, thereafter proposed the following resolution as an ordinary resolution, which was seconded by Shri J. C. Modi :

"RESOLVED THAT subject to approval by the Reserve Bank of India, approval of the members of the Bank is hereby given for revising the remuneration by way of salary and perquisites payable to Shri V. Srinivasan, Executive Director and Head (Corporate Banking) of the Bank, with effect from 1st April, 2013 or such other date as may be approved by RBI, as under:

- a. Basic Salary: Rs. 1,37,26,136 per annum
- b. House Rent Allowance in lieu of Bank's owned / leased accommodation be paid at Rs. 30,89,120 per annum.
- c. Utility Bills be reimbursed at actual upto a limit of Rs. 1,32,000 per annum
- d. Leave Fare Concession facility be paid at Rs. 5,50,000 per annum.
- e. Variable Pay to be paid as decided by the Board.
- f. All other terms and conditions of his employment to remain unchanged."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

14. Shri Lal Singh, a shareholder, thereafter proposed the following resolution a special resolution, which was seconded by Shri J C Modi :

"RESOLVED THAT pursuant to the provisions of section 81 and all other applicable provisions, if any, of the Companies Act, 1956, and in accordance with other regulatory laws and the provisions of the Memorandum and Articles of Association of the Bank, the Board of Directors is authorised to issue, offer and allot additional equity stock options convertible into Equity Shares of the aggregate nominal face value not exceeding Rs.7,50,00,000 (75,00,000 equity shares of Rs.10/- each paid up) in addition to the approvals already granted by shareholders at their General Meetings, to the present and future employees and Whole-time Directors of the Bank under an Employee Stock Option Scheme (ESOS), on the terms and conditions as set out in the Explanatory Statement to this resolution and on such other terms and conditions and in such tranche/s as may be decided by the Board in its absolute discretion."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms, as approved by the members, the Board/HR and Remuneration Committee, is authorised to implement the scheme (with or without modifications and variations) in one or more tranches in such manner as the Board/HR and Remuneration Committee may determine."

"RESOLVED FURTHER THAT the Board is authorised to delegate all or any of the powers herein conferred to the HR and Remuneration Committee constituted for this purpose or to the Managing Director and Chief Executive Officer of the Bank."

"RESOLVED FURTHER THAT the Equity Shares to be issued as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Bank, including for the purpose of payment of dividend."

The Chairman, thereafter, put the resolution to vote by show of hands and the same was passed unanimously.

The Chairman informed the shareholders that the term of Shri P. J. Oza as Company Secretary of the Bank would end in February, 2014 after serving the Bank for 20 years. This Annual General Meeting would be his last AGM as the Company Secretary of the Bank. He suggested to place on record the appreciation of the contribution made by Shri P. J. Oza as Company Secretary of the Bank.

The Chairman, thereafter, thanked all the members for their cooperation and support and declared the business of the meeting as having concluded.

Shri Lal Singh, a shareholder of the Bank, thereafter, proposed a vote of thanks to the Chairman, Directors on the dais and to other Shareholders.

The meeting thereafter ended.

CHAIRMAN

