AXIS BANK

AXIS/CO/CS/1124/2014-15

10th March, 2015

The Assistant Vice President (Listing & Compliance)
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, "G" Block
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051

Attn : Shri Avinash Kharkar

The General Manager (Listing)
The BSE Limited
1st Floor, New Trading Ring, Rotunda Building
P. J. Towers, Dalal Street
Fort, Mumbai – 400 001

Attn : Shri Gopalakrishnan Iyer

Dear Sir,

SUB: RESULT OF POSTAL BALLOT
DISCLOSURE UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Pursuant to the provisions of Section 110 read with Companies (Management and Administration) Rules, 2014, the approval of the members of the Bank was sought by way of Postal Ballot for the following Ordinary / Special Resolutions:

Resolution No.	Resolution	Ordinary / Special
1	Appointment of Shri V R Kaundinya as an Independent Director	Ordinary Resolution
2	Appointment of Shri Prasad R Menon as an Independent Director	Ordinary Resolution
3	Appointment of Prof Samir K Barua as an Independent Director	Ordinary Resolution
4	Appointment of Shri Som Mittal as an Independent Director	Ordinary Resolution
5	Appointment of Smt IreenaVittal as an Independent Director	Ordinary Resolution
6	Appointment of Shri Rohit Bhagat as an Independent Director	Ordinary Resolution
7	Issue of Long Term Bonds/Non-convertible debentures on a private placement basis	Special Resolution

We are pleased to submit the details of voting results of the Postal Ballot pursuant to the requirements of Clause 35A of the Listing Agreement. Kindly note that the Resolution nos. 1 to 7 were passed with requisite majority by the members.

You are requested to take the above on record.

Yours faithfully,

SanjeevKapoor
Company Secretary
Encl: as above

AXIS BANK LIMITED

Axis House, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025 Tel No :022 24252525 / 43252525
REGISTERED OFFICE : "Trishul" - 3rd Floor Opp. Samartheswar Temple, Near Law Garden, Ellisbridge, Ahmedabad - 380006.
Telephone No. 079-26409322 Fax No. - 079-26409321 CIN: L65110GJ1993PLC020769 Website - www.axisbank.com

Date of Postal Ballot result declaration: 10.03.2015

Total no. of shareholders on record date: 2,57,906 as on 16.01.2015

No. of shareholders present in the meeting either in person or through proxy: NA
Promoters & promoter group: NA
Public: NA

No. of shareholders attended the meeting through video conferencing: NA
Promoters & promoter group: NA
Public: NA

Detail of the Agenda:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 1 - Appointment of Shri V. R. Kaundinya as Independent Director to hold office for a term upto 11th October, 2017 **Resolution required:** (Ordinary)							
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100.00	0.00
Public - Institutional holders	1497877792	994640704	66.40	987251122	7389582	99.26	0.74
Public - Others	200181806	60873803	30.41	60591860	281943	99.54	0.46
Total*	**2363794192**	**1620810530**	**68.57**	**1613139005**	**7671525**	**99.53**	**0.47**
*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.							

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 2 - Appointment of Shri Prasad R. Menon as Independent Director to hold office for a term upto 22nd January, 2016 **Resolution required:** (Ordinary)							
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100.00	0.00
Public - Institutional holders	1497877792	994667374	66.41	987277792	7389582	99.26	0.74
Public - Others	200181806	60875248	30.41	60593750	281498	99.54	0.46
Total*	**2363794192**	**1620838645**	**68.57**	**1613167565**	**7671080**	**99.53**	**0.47**
*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.							

BANK LIMITED

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 3 - Appointment of Prof. Samir K. Barua as Independent Director to hold office for a term upto 31st March, 2019							
Resolution required: (Ordinary)							
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100.00	0.00
Public - Institutional holders	1497877792	994667374	66.41	987277792	7389582	99.26	0.74
Public - Others	200181806	60870918	30.41	60594747	276171	99.55	0.45
Total*	**2363794192**	**1620834315**	**68.57**	**1613168562**	**7665753**	**99.53**	**0.47**

*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 4 - Appointment of Shri Som Mittal as Independent Director to hold office for a term upto 31st March, 2019							
Resolution required: (Ordinary)							
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100.00	0.00
Public - Institutional holders	1497877792	1037952587	69.29	625647538	412305049	60.28	39.72
Public - Others	200181806	60874387	30.41	60598285	276102	99.55	0.45
Total*	**2363794192**	**1664122997**	**70.40**	**1251541846**	**412581151**	**75.21**	**24.79**

*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 5 - Appointment of Smt. Ireena Vittal as Independent Director to hold office for a term upto 31st March, 2019							
Resolution required: (Ordinary)							
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100.00	0.00
Public - Institutional holders	1497877792	994529216	66.40	982485527	12043689	98.79	1.21
Public - Others	200181806	60863457	30.40	60587745	275712	99.55	0.45
Total*	**2363794192**	**1620688696**	**68.56**	**1608369295**	**12319401**	**99.24**	**0.76**

*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 6 - Appointment of Shri Rohit Bhagat as Independent Director to hold office for a term upto 31st March, 2019							
Resolution required: (Ordinary)							
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100.00	0.00
Public - Institutional holders	1497877792	994640704	66.40	987251122	7389582	99.26	0.74
Public - Others	200181806	60875273	30.41	60594300	280973	99.54	0.46
Total*	**2363794192**	**1620812000**	**68.57**	**1613141445**	**7670555**	**99.53**	**0.47**

*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 7 - Issue of Long Term Bonds/Non-convertible debentures on a private placement basis							
Resolution required: (Special)							
Promoters & promoter group	665734594	565296023	84.91	565296023	0	100.00	0.00
Public - Institutional holders	1497877792	995232417	66.44	992933417	2299000	99.77	0.23
Public - Others	200181806	60873297	30.41	60595954	277343	99.54	0.46
Total*	**2363794192**	**1621401737**	**68.59**	**1618825394**	**2576343**	**99.84**	**0.16**

*As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

AXIS BANK LIMITED

Mehta & Mehta

COMPANY SECRETARIES
NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
TEL. : 022-6611 9696 ☐ FAX : 022-6611 9644 ☐ E-mail : dipti@mehta-mehta.com

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Report of Scrutinizer

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Axis Bank Limited,
'Trishul', 3rd Floor,
Opp. Samartheshwar Temple, Law Garden,
Ellisbridge, Ahmedabad – 380 006

Postal Ballot - Axis Bank Limited ("the Bank")

Dear Sir,

I, Anshul Kumar Jain, Partner, Mehta & Mehta, Company Secretaries appointed as Scrutinizer by the Bank for the purpose of the Postal Ballot carried out as per the provisions of section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 on the Resolutions as mentioned in the Notice of Postal Ballot dated 16th January, 2015, submit my report as under:

1. The dispatch of Notice of the Postal Ballot dated 16th January, 2015 was completed on 5th February, 2015.

2. The e-Voting period commenced on the Friday, 6th February, 2015 (9.00 A.M.) and ended on the Saturday, 7thMarch, 2015 (6:00 P.M.).

3. The last date for receipt of Postal Ballot Forms was 7th March, 2015 (6.00 P.M.).

4. The Members holding the shares as on the "cut off" date i.e. 16th January, 2015 were entitled to vote on the resolutions mentioned in the Notice of Postal Ballot dated 16th January, 2015.

5. As per the provisions of section 12(2) the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank for those members who are holding more than 10% of the share capital of the Bank.

6. 1,487 Postal Ballot forms were received and 1,374 members casted their votes on the e-Voting platform.

7. With the support of M/s Karvy Computershare Private Limited, the RTA of the Bank, the Postal Ballot forms were scrutinized and signatures of members who had cast their votes were verified with their specimen signatures registered with RTA/as provided by the depositories.

8. The votes cast by the members both in physical form and e-Voting have been identified and in terms of the Postal Ballot Notice, votes cast through physical postal ballot form were treated as invalid.

9. At the end of the voting period on 7th March, 2015 (6.00 P.M.), I collected all the postal ballots received. As a scrutinizer, the Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-Voting is as under:

Resolution No. 1 - Ordinary Resolution

Appointment of Shri V. R. Kaundinya as Independent Director to hold office for a term upto 11th October, 2017

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,661	1,61,31,39,005	99.53%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
68	76,71,525	0.47%

(iii) **Invalid votes or members who did not vote for this resolution:**

Total number of members whose votes were declared invalid or did not vote for this resolution	Total number of votes cast by them
136	6,33,16,091

ANSHUL KUMAR JAIN * C.P. NO. 13131 * M. No. F 5547 * ANJAN MEHTA, COMPANY SECRETARIES

ResolutionNo.2- Ordinary Resolution

Appointment of Shri Prasad R. Menon as Independent Director to hold office for a term upto 22nd January, 2016

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,652	1,61,31,67,565	99.53%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
71	76,71,080	0.47%

(iii) **Invalid votes or members who did not vote for this resolution:**

Total number of members whose votes were declared invalid or did not vote for this resolution	Total number of votes cast by them
144	6,32,87,227

Resolution No. 3 - Ordinary Resolution

Appointment of Prof. Samir K. Barua as Independent Director to hold office for a term upto 31st March, 2019

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,650	1,61,31,68,562	99.53%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
66	76,65,753	0.47%

ANSHUL KUMAR JAIN * C.P. NO. 10181 * MEHTA & MEHTA, COMPANY SECRETARIES

(iii) **Invalid votes or members who did not vote for this resolution:**

Total number of members whose votes were declared invalid or did not vote for this resolution	Total number of votes cast by them
147	6,32,90,940

Resolution No. 4 - Ordinary Resolution

Appointment of Shri Som Mittal as Independent Director to hold office for a term upto 31st March, 2019

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,316	1,25,15,41,846	75.21%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
399	41,25,81,151	24.79%

(iii) **Invalid votes or members who did not vote for this resolution:**

Total number of members whose votes were declared invalid or did not vote for this resolution	Total number of votes cast by them
154	2,00,02,792

Resolution No. 5 - Ordinary Resolution

Appointment of Smt. Ireena Vittal as Independent Director to hold office for a term upto 31st March, 2019

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,635	1,60,83,69,295	99.24%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
81	1,23,19,401	0.76%

(iii) **Invalid votes or members who did not vote for this resolution:**

Total number of members whose votes were declared invalid or did not vote for this resolution	Total number of votes cast by them
150	6,34,36,498

Resolution No. 6 - Ordinary Resolution

Appointment of Shri Rohit Bhagat as Independent Director to hold office for a term upto 31st March, 2019

(i) Voted **in favour** of the resolution:

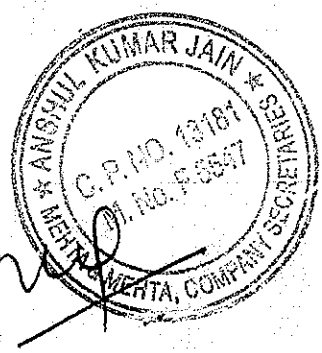
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,642	1,61,31,41,445	99.53%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
73	76,70,555	0.47%

(iii) **Invalid votes or members who did not vote for this resolution:**

Total number of members whose votes were declared invalid or did not vote for this resolution	Total number of votes cast by them
150	6,33,13,475



Resolution No. 7 - Special Resolution

Issue of Long Term Bonds/Non-convertible debentures on a private placement basis.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,640	1,61,88,25,394	99.84%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
75	25,76,343	0.16%

(iii) **Invalid votes or members who did not vote for this resolution:**

Total number of members whose votes were declared invalid or did not vote for this resolution	Total number of votes cast by them
147	6,27,23,848

10. The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Bank.

Thanking you,
Yours faithfully,

ANSHUL KUMAR JAIN * C.P.NO. 13181 M.NO. F 5547 * MEHTA & MEHTA, COMPANY SECRETARIES

Anshul Kumar Jain
FCS: 5547, CP: 13181
Partner, Mehta & Mehta,
Company Secretaries, Mumbai

10th March 2015
Hyderabad