AXIS BANK

AXIS/CO/CS/654/2014-15

10th October, 2014

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

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

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 Shareholders of the Bank was sought by way of Postal Ballot for issuance of Long Term Bonds/Non-convertible debentures on a private placement basis. Accordingly, pursuant to the requirements of Clause 35A of the Listing Agreement, we submit herewith the details of voting results of the Postal Ballot. The resolution was passed with requisite majority by the Shareholders.

You are requested to take the above on record.

Yours faithfully,

Sanjeev Kapoor
Company Secretary

CC to: Shri ChandrashekharTilak, Executive Vice President, National Securities Depository Limited

Shri Krishnamurthy Iyer, Assistant Vice President, Central Depository Services (India) Ltd.

Date of Postal Ballot result declaration: 10th October, 2014

Total no. of shareholders on record date: 1,97,862 as on 22nd August, 2014

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 - Issue of Long Term Bonds/Non-convertible debentures on a private placement basis **Resolution required:** (Special)							
Promoters & promoter group	682215317	565937497	82.96	565937497	0	100.00	0.00
Public - Institutional holders	1487839349	940488965	63.21	938125065	2363900	99.75	0.25
Public - Others	188201436	54749938	29.09	54730381	19557	99.96	0.04
Total*	2358256102	1561176400	66.20	1558792943	2383457	99.85	0.15
* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India are each holding more than 10% of paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.							

AXIS BANK LTD. MUMBAI CENTRAL OFFICE

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

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Report of Scrutinizer

[Pursuant to section 110 of the Companies Act, 2013 and rule 22of 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, Atul Mehta, 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 the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution as mentioned in the Notice of Postal Ballot dated 21st August, 2014, submit my report as under:

1. The dispatch of Notice of the Postal Ballot dated 21st August, 2014 was completed on 9th September, 2014.

2. The e-voting period commenced on the Wednesday, 10th September, 2014 (9.00 A.M.) and ended on the Thursday, 9th October, 2014 (6:00 P.M.).

3. The last date for receipt of Postal Ballot Forms was 9th October, 2014 (6.00 P.M.).

4. The Shareholders holding the shares as on the "cut off" date i.e. 22nd August, 2014 were entitled to vote on the proposed resolution.

5. 889 Postal Ballot forms were received and 891 shareholders casted their votes on the e-voting platform (5 Shareholders have voted in favour and against).

6. With the support of 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.

7. The votes, if any, cast by the Shareholders 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.

8. At the end of the voting period on 9th October, 2014 (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:

Mehta & Mehta
COMPANY SECRETARIES
NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
TEL. : 022-6611 9695 ☐ FAX : 022-6611 9644 ☐ E-mail : dipti@mehta-mehta.com
AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

ResolutionNo.1- 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
1,686	1,67,49,95,763**	99.86%

**As per provisions of section 12(2) of the Banking Regulation Act, 1949, the voting rights of Specified Undertaking of Unit Trust of India and Life Insurance Corporation of India are restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 39,015,295 votes cast by Specified Undertaking of Unit Trust of India (out of aggregate votes casted of 2,74,840,905) and 7,71,87,525 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 31,30,13,135) which are in excess of 10% of the paid up share capital of the Bank as on 22nd August, 2014 (the cut-off date). Thus, aggregate 2,35,825,610 votes of Specified Undertaking of Unit Trust of India and 235,825,610 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 2,358,256,102) only can be considered for the purpose of the Banking Regulation Act, 1949.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
52	23,83,457	0.14%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
47	38,50,192

9. 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,

Atul Mehta
FCS: 5782
Partner,
Mehta & Mehta,
Company Secretaries

Place: Hyderabad
Date: 10th October, 2014