



CIN: L65110GJ1993PLC020769

Registered Office: 'Trishul', 3rd Floor, Opp. Samartheshwar Temple,
Law Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat.

Phone: +91-79-6630 6161, **Fax:** +91-79-2640 9321

Email address: shareholders@axisbank.com, **Website:** www.axisbank.com

NOTICE OF POSTAL BALLOT

To,
The Members of the Bank,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Act**"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force, the resolution appended below is proposed to be passed by the Members of Axis Bank Limited (the "**Bank**"), through Postal Ballot / Electronic Voting (e-voting):

Special Business:

Item no. 1:- Re-appointment of Shri S. Vishvanathan (DIN: 02255828) as an Independent Director of the Bank, with effect from 11th February 2020 upto 10th February 2023.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder (the "**Act**"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Section 10A(2A) and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (the "**RBI**"), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of Axis Bank Limited (the "**Bank**") and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Shri S. Vishvanathan (DIN: 02255828) whose first term as an Independent Director of the Bank is due to expire on 10th February 2020 and who meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be re-appointed as an Independent Director of the Bank, be and is hereby re-appointed as an Independent Director of the Bank for his second term, with effect from 11th February 2020 upto 10th February 2023 (both days inclusive), being the period up to which he can continue as a Director of the Bank, under the provisions of Section 10A(2A) of the Banking Regulation Act, 1949 **AND THAT** Shri S. Vishvanathan shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Directors of the Bank be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Bank, to give effect to this Resolution."

By Order of the Board

Girish V. Koliyote
Company Secretary
ACS 14285

Place: Mumbai
Date: 9th December 2019

Axis Bank Limited
(CIN: L65110GJ1993PLC020769)

Registered Office:

'Trishul', 3rd Floor, Opp. Samartheshwar Temple
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Website: www.axisbank.com

AXIS BANK LIMITED

NOTES:

1. The statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts and reasons in respect of Item No. 1 of this Notice, is annexed herewith for your consideration.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to those Members whose names are appearing in the Register of Members maintained by the Bank's Registrars and Share Transfer Agent (KFIN Technologies Private Limited "KFIN")/Statement of Beneficial Owners as received from the National Securities Depository Limited and the Central Depository Services (India) Limited, as on Friday, 22nd November 2019.
3. The Postal Ballot Notice is being sent in electronic form to those Members whose email address is registered with their Depository Participant (in case of electronic shareholding) or with KFIN (in case of physical shareholding). Further, in case of those Members whose email address is not registered, as aforesaid, physical copy of the Postal Ballot Notice along with the Postal Ballot Form are being sent, in accordance with the permitted mode. The Postal Ballot Notice has also been uploaded on the website of the Bank, www.axisbank.com and on the website of KFIN, <https://evoting.karvy.com>.
4. Pursuant to Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Bank, on 9th December 2019, has appointed CS Raghavendar Rao. D, Practising Company Secretary (Membership No. ACS 35788 and Certificate of Practice No. 13407) or failing him CS KVS Subramanyam, Practising Company Secretary (Membership No. FCS 5400 and Certificate of Practice No. 4815) as the Scrutinizer for conducting the Postal Ballot and e-voting process, in a fair and transparent manner.
5. The Members can opt for only one mode of voting, i.e. either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot, will be treated as invalid.
6. A Postal Ballot Form along with a postage pre-paid self-addressed business reply envelope is also enclosed. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the postage pre-paid self-addressed business reply envelope enclosed along with this Notice. Please note that the postage charges will be borne and paid by the Bank. However, Postal Ballot Form, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. Members who have received the Postal Ballot Notice by e-mail and who wish to vote physically through Postal Ballot Form, can download the Postal Ballot Form from the Bank's website viz. [www.axisbank.com/shareholder's corner](http://www.axisbank.com/shareholder's%20corner) or seek a duplicate Postal Ballot Form from the Bank.

The duly completed Postal Ballot Form should reach the Scrutinizer's office not later than 5.00 p.m. on Thursday, 9th January 2020 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member.
7. In case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to evoting@karvy.com.
8. The votes should be cast either in favour or against by putting the tick (√) mark in the column provided for assent or dissent in the Postal Ballot Form.
9. The vote on Postal Ballot cannot be exercised through proxy.
10. The voting rights of the shareholders shall be in proportion to their shareholding to the total issued and paid up equity share capital of the Bank as on the cut-off date viz. Friday, 22nd November, 2019, subject to the provisions of Section 12 of the Banking Regulation Act, 1949 and in terms of RBI Circular No. 97/16.13.100/2015-16 dated 12th May 2016.
11. The Bank is pleased to provide e-voting facility for all its Members through KFIN to enable them to cast their votes electronically, in respect of Item No. 1 of this Notice.
12. **E-Voting:**
 - I. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), the Bank is pleased to provide e-voting facility to all

its Members to enable them to cast their votes electronically on Item No. 1 of this Postal Ballot Notice, instead of dispatching the Physical Postal Ballot Form by post. E-voting is optional and all Members (whether holding shares in the dematerialized form or in physical form) may vote by completing and dispatching the Postal Ballot Form by post, or through e-voting.

- II. Further, in terms of Rule 22 of the said Rules and the SEBI Listing Regulations, those Members who do not have access to e-voting facility, may exercise their vote, by using the enclosed Postal Ballot Form. A Member desiring to exercise his vote by way of Postal Ballot Form can do so by recording his assent or dissent thereto and sending it to the Scrutinizer in the enclosed postage pre-paid self-addressed business reply envelope. Postage charges will be borne and paid by the Bank. Please note that the said postage pre-paid self-addressed business reply envelope should reach the Scrutinizer before 5.00 p.m. on Thursday, 9th January 2020.
- III. The instructions for remote e-voting, are as under:

In case of Members receiving this Notice by e-mail:

- a) Members of the Bank holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- b) Use the following URL for e-voting:
From KFIN website: <https://evoting.karvy.com>
- c) Enter the login credentials (i.e., User ID & Password) mentioned in the e-mail, your Folio / DP ID & Client ID will be your USER ID. Please note that the password is an initial password.
- d) After entering the details appropriately, click on LOGIN.
- e) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile number, email ID, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) You need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the EVENT i.e., Axis Bank Limited.
- h) On the voting page, enter the number of shares as on the said cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed your total shareholding, as on the said cut-off date. You may also choose the option ABSTAIN.
- i) Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- j) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
- k) Once the vote on the resolution is cast by the Members, he shall not be allowed to change it subsequently.
- l) Institutional shareholders (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to craghav@gmail.com with a copy marked to evoting@karvy.com.
- m) The period for casting of votes through e-voting shall commence from Wednesday, 11th December 2019 (9.00 a.m.) and end on Thursday, 9th January 2020 (5.00 p.m.). During this period Members' of the Bank, holding equity shares of the Bank either in physical form or in dematerialized form, as on the cut-off date of Friday, 22nd November, 2019, may cast their vote electronically. Any person who is not a Member as on

AXIS BANK LIMITED

the said cut-off date should treat this Notice for information only. The e-voting module shall be disabled by KFIN for voting thereafter 5.00 p.m. on Thursday, 9th January 2020.

- n) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members, available at the download section of <https://evoting.karvy.com> or contact KFIN Technologies Private Limited at Tel No. 1800 345 4001 (toll free).

In case of Members receiving this Notice by Post/Courier:

- a) Initial password is provided, at the bottom of the Attendance Slip.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- b) Please follow the steps stated at serial Nos. III (b) to III (n) above, to cast your vote by electronic means.
13. In case you have forgotten your password, click on the "Forgot Password" link on the Home Page of the website <https://evoting.karvy.com>. You can retrieve your password through the following three options:
- i. **Easy SMS:** If you have your mobile number registered against your Folio No./DP ID & Client ID, send SMS: MYEPWD followed by your Folio / DP ID Client ID without any gap to +91 9212993399. Please make sure that your mobile is free from SMS NOT ALLOWED facility.
 - ii. **E-Voting Website:** If your e-mail is registered against your Folio No. / DP ID & Client ID, enter your Folio / DP ID Client ID and PAN to receive password.
 - iii. **Customer Care:** Call the Customer Care 1-800-3454001/+91 9177401088 for related services such as to reset password, unlock the account, register new e-mail ID, mobile number, etc. or send an email to evoting@karvy.com/ einward.ris@karvy.com.
14. Upon completion of scrutiny of Postal Ballot forms and the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman of the Bank. The Result of the Postal Ballot will be declared by the Chairman or any other Director of the Bank, duly authorised by the Board, in this regard, not later than 48 hours of conclusion of voting through Postal Ballot and e-voting. The said Result will be displayed at the Registered Office and at the Corporate Office of the Bank. The said Result along with the Scrutinizer's Report shall also be uploaded on the Bank's website i.e. www.axisbank.com and on the website of KFIN i.e. <https://evoting.karvy.com>, immediately after it is declared by the Bank and disclosed to the Stock Exchanges.
15. Documents referred to in Item No. 1 of this Notice and Statement setting out material facts in respect of the said Item as set out in this Notice, are open for inspection by the Members at the Registered Office of the Bank from 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays, Public Holidays and National Holidays, upto the last date specified by the Bank for receipt of duly completed Postal Ballot Forms or e-voting i.e. upto 5.00 p.m. on Thursday, 9th January 2020.

By Order of the Board

Girish V. Koliyote
Company Secretary
ACS 14285

Place: Mumbai
 Date: 9th December 2019

Axis Bank Limited
 (CIN: L65110GJ1993PLC020769)

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS AS SET OUT IN THIS NOTICE.

The following statement contains all the material facts relating to the Special Business, as set out in Item no. 1 of this Notice.

Item No. 1:

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "**Act**"), an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he shall be eligible for re-appointment on passing of a Special Resolution by the company. Further, no Independent Director shall hold office for more than two terms of five consecutive years each. However, in case of banking companies, which are governed under the provisions of Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of Non-Executive Directors is restricted to a period of eight consecutive years.

Shri S. Vishvanathan, was appointed as an Independent Director of Axis Bank Limited (the "**Bank**"), for a period of five consecutive years, with effect from 11th February 2015, in terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"). Accordingly, the first term of five consecutive years of Shri S. Vishvanathan, as an Independent Director of the Bank, is due to expire at the close of business hours on 10th February 2020.

Pursuant to the recommendation of the Nomination and Remuneration Committee (the "**Committee**"), the Board of Directors of the Bank (the "**Board**"), on 9th December 2019, considered and approved the proposal to re-appoint Shri S. Vishvanathan as an Independent Director of the Bank, for his second term from 11th February 2020 upto 10th February 2023 (both days inclusive) i.e. upto the expiry of tenure of eight years, under the provisions of Section 10A(2A) of the Banking Regulation Act, 1949, subject to the approval of the Members of the Bank, by means of a Special Resolution.

Shri S. Vishvanathan has the requisite qualifications, skills, experience and expertise in specific functional areas viz. Banking, Small Scale Industry, Agriculture and Rural Economy, Risk Management, Treasury and Capital Markets, which are beneficial to the Bank. The Board has satisfied itself about the integrity, expertise and experience of Shri S. Vishvanathan. Brief Profile of Shri S. Vishvanathan in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided after this Notice.

The Committee and the Board has determined that Shri S. Vishvanathan is a fit and proper person to be re-appointed as a Director of the Bank, as per the fit and proper norms prescribed by the Reserve Bank of India. The Bank has also received declarations from Shri S. Vishvanathan that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Board has established the veracity of the declaration of independence as provided by him and based on the said declarations submitted by Shri S. Vishvanathan, the Board has opined that he is independent from the Management of the Bank.

Shri S. Vishvanathan is not disqualified from being re-appointed as Director of the Bank, in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfils the conditions relating to his re-appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, the SEBI Listing Regulations, the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, in this regard, from time to time.

Shri S. Vishvanathan will be entitled to sitting fees for attending the meetings of the Board / Committees and Profit Linked Commission, in terms of the RBI circular No DBR.No.BC.97/29.67.001/2014-15 dated 1st June 2015 on Guidelines on Compensation of Non-Executive Directors of Private Sector Banks. Shri S. Vishvanathan will not be entitled for stock options that may be granted by the Bank.

Shri S. Vishvanathan does not hold any equity shares of the Bank and is not related to any other Director or Key Managerial Personnel of the Bank.

AXIS BANK LIMITED

In terms of the provisions of Section 149(13) of the Act, Independent Directors are not liable to retire by rotation and accordingly, during his tenure as an Independent Director of the Bank, Shri S. Vishvanathan shall not be liable to retire by rotation.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, Shri S. Vishvanathan has enrolled his name in the online databank of Independent Directors maintained by the Government and he is exempt from passing the online proficiency self-assessment test, in terms of the said Rules.

Based on the above and after taking into account the outcome of his performance evaluation, the Committee and the Board are of the opinion that the continuation of Shri S. Vishvanathan as an Independent Director of the Bank would be in the interest of the Bank and accordingly, recommends passing of the Special Resolution, as set out in Item No. 1 of this Notice.

Except for Shri S. Vishvanathan and his relatives, none of the other Directors or Key Managerial Personnel of the Bank and their relatives, are in any way financially or otherwise concerned or interested in the passing of the Special Resolution as set out in Item No. 1 of this Notice.

By Order of the Board

Girish V. Koliyote
Company Secretary
ACS 14285

Place: Mumbai
Date: 9th December 2019

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(CIN: L65110GJ1993PLC020769)

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BRIEF PROFILE OF DIRECTOR BEING RE-APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2), ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA.

Shri S. Vishvanathan

Shri S. Vishvanathan, 65 years, is an Independent Director of the Bank since 11th February 2015.

Shri S. Vishvanathan has done his M.Sc. in Physics, from St. Stephens' College, Delhi and has completed MBA and CAIIB. He has over 37 years of Banking experience with State Bank of India (SBI). Shri S. Vishvanathan retired as Managing Director & GE (Associates & Subsidiaries) of SBI. Earlier, he was Dy. Managing Director (Mid Corporate), SBI.

Prior to that, he was Managing Director & CEO of SBI Capital Markets Limited (SBICAP) for more than 3 years from June 2009 to August 2012. Earlier, he was Chief General Manager of State Bank of India's North Eastern operations. He has served in several important capacities which included an assignment at New York Branch and stints as Regional Manager and Deputy General Manager in Delhi Circle and as General Manager (Global Markets).

Shri S. Vishvanathan is presently the Chairman of the Committee of Directors and a member of the Audit Committee, Review Committee and the Stakeholders Relationship Committee of Directors of the Bank.

The details of attendance of Shri S. Vishvanathan at the meetings of the Board and the said Committees, are as under:

Particulars	FY 2018-19	From 1 st April 2019 to 9 th December 2019
Board Meeting	12/12	6/6
Committee of Directors	15/15	12/12
Audit Committee	18/18	6/6
Review Committee	3/3	3/3
Stakeholders Relationship Committee	2/2	1/1

Shri S. Vishvanathan was paid sitting fees of Rs. 1,00,000 for every meeting of the Board and Rs. 50,000 for every meeting of the Committee of the Board, attended by him. Further, he was paid Rs. 10,00,000 as Profit Linked Commission for the year FY 2018-19.

The details of directorship held by Shri S. Vishvanathan in other companies, as on date, are as under:

Sr. No.	Name of the Company	Nature of interest
1.	AVTEC Limited	Director
2.	Orient Paper & Industries Limited (Listed)	Director
3.	The Clearing Corporation of India Limited	Additional Director

The details of Membership/Chairmanships held by Shri S. Vishvanathan in Committees of other companies, as on date, are as under:

Sr. No.	Name of the Company	Name of the Committee	Nature of interest
1.	AVTEC Limited	Audit Committee	Member
2.	Orient Paper & Industries Limited (Listed)	Audit Committee	Member
		Nomination and Remuneration Committee	Member
3.	The Clearing Corporation of India Limited	Audit Committee	Member
		Risk Management Committee	Member
		Technical Approval Committee	Member

IMPORTANT NOTICE TO SHAREHOLDERS

Green Initiative:

- In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a company may give notice through electronic mode including e-mail to those Members who have provided their e-mail address either to their Depository Participant (DP) or to the Company.
- Accordingly, the Postal Ballot Notice dated 9th December 2019, is being sent by e-mail to those Members who have registered their e-mail address with their DP or with KFIN Technologies Private Limited (KFIN), the Registrar and Share Transfer Agents of the Bank.
- In case of shares held in electronic form and in case of any change in the e-mail address, Members are requested to update the same with their DP and in case of shares held in physical form, Members are requested to update the same with KFIN.

Transfer of Underlying Equity Shares in respect of the Unclaimed Dividends to the IEPF Authority Account:

- Pursuant to the notification of the relevant provisions of Sections 124 and 125 of the Companies Act, 2013 and the relevant provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the unclaimed dividend for the financial years till 2011-12 and the underlying equity shares of the Bank, in respect of the said financial year (where the dividends for all the subsequent seven consecutive financial years have not been claimed by the concerned shareholders), have been transferred by the Bank to the designated account of the IEPF Authority, in accordance with the said Rules.
- The unclaimed dividend(s) for the financial years till 2011-12 and the underlying equity shares can be claimed by the concerned shareholder(s) of the Bank from the IEPF Authority, subject to compliance with the procedures as prescribed under the said Rules and they may write to KFIN for any assistance, in this regard.

Updation of Bank details:

- In case of any change in bank details, shareholders of the Bank holding equity shares in electronic form are requested to provide details relating to their Bank Account Number, including 9 digit MICR Code and 11 digit IFSC Code, E-mail ID and mobile No(s) to their Depository Participant(s).
- In case of any change in bank details, shareholders of the Bank holding equity shares in physical form are requested to provide details relating to their Bank Account Number, indicating 9 digit MICR Code and 11 digit IFSC Code, E-mail ID and mobile No(s) to KFIN Technologies Private Limited, Unit: Axis Bank Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, by quoting their folio number and attaching a photocopy of the cheque leaf of the said Bank Account and a self-attested copy of their PAN card.



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Email address: shareholders@axisbank.com, **Website:** www.axisbank.com

POSTAL BALLOT FORM

- 1 Name(s) of the First Named Shareholder (In block letters) :
- 2 Name of the joint holder, if any :
- 3 Postal Address :
- 4 Folio No./DP ID No./ Client ID No. :
- 5 Number of Equity Shares held :
- 6 I/We hereby exercise my/our vote(s) in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 9th December 2019, issued by the Bank, by conveying my/our assent or dissent to the said Special Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Particulars of the Resolution	No. of Share(s) held by me	I assent to the Resolution	I dissent to the Resolution
1.	Re-appointment of Shri S. Vishvanathan (DIN: 02255828) as an Independent Director of the Bank, with effect from 11 th February 2020 upto 10 th February 2023 (both days inclusive).			

Signature of the Shareholder

Place: _____

Date: _____

PARTICULARS FOR E-VOTING

Members opting to vote through e-voting, instead of voting through the Postal Ballot Form, may access the e-voting facility through the web link: <https://evoting.karvy.com>. Particulars for e-voting are as under:

E-Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9:00 a.m. on Wednesday, 11 th December 2019	Up to 5:00 p.m. on Thursday, 9 th January 2020

The voting will not be allowed beyond 5:00 p.m. on Thursday, 9th January 2020 and the e-voting shall be disabled by KFIN Technologies Private Limited upon expiry of the aforesaid time and date. E-voting is optional. The detailed procedure in this regard is enumerated in the Notes to the said Postal Ballot Notice.

INSTRUCTIONS TO MEMBERS FOR VOTING BY PHYSICAL MODE

- I. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed business reply envelope. Postage will be borne and paid by the Bank. However, envelopes containing Postal Ballot Form, if sent by courier or by registered/speed post at the expense of the Member will also be accepted.
- II. The postage pre-paid self-addressed business reply envelope provided along with the physical copy of the Postal Ballot documents, bears the address of the Scrutinizer appointed by the Board of Directors of the Bank.
- III. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Registrar & Share Transfer Agent, or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence, by the next named joint Member.
- IV. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of power of attorney/board resolution/authority letter together with the specimen signature(s) of the duly authorized signatories. If the same is/are already registered with the Registrar & Share Transfer Agent, please quote the registration no. beneath the signature.
- V. A Member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case a notarized and attested power-of-attorney should be attached to the form.
- VI. There will be only one Postal Ballot Form for every Folio No./DP ID & Client ID, irrespective of number of joint holders.
- VII. The votes should be cast either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Ballot Form invalid.
- VIII. Incomplete, unsigned, incorrect, improperly or incorrectly tick-marked, defaced or mutilated Postal Ballot Forms will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s such as pencil).
- IX. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Thursday, 9th January 2020. Postal Ballot Form received after this time and date will be strictly treated as if the reply from the Member has not been received.
- X. Voting rights shall be reckoned on the number of shares registered in the name of the Members as on Friday, 22nd November, 2019, in terms of the Companies (Management and Administration) Rules, 2014, as amended.
- XI. In case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to evoting@karvy.com. The Postal Ballot Form can also be downloaded from the link, [www.axisbank.com/shareholder's corner](http://www.axisbank.com/shareholder's%20corner).
- XII. The exercise of vote through Postal Ballot is not permitted through a proxy.
- XIII. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final and binding on the Bank and all the Members.
- XIV. Members are requested not to send any other paper/documents along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If sent, such paper/document would not be acted upon. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
- XV. The consolidated results of e-voting and through postal ballot will be communicated to the Stock Exchanges where the Bank's equity shares are listed, displayed at the Registered Office and the Corporate Office of the Bank and uploaded on the website of the Bank viz. www.axisbank.com and that of KFIN Technologies Private Limited viz. <https://evoting.karvy.com>, for information of the Members, in accordance with applicable laws.