



AXIS/CO/CS/3112014-15

28<sup>th</sup> June, 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: DISCLOSURE UNDER CLAUSE 35A AND 31(d) OF THE LISTING AGREEMENT**

The 20<sup>th</sup> Annual General Meeting of the Bank was held on 27<sup>th</sup> June, 2014. Accordingly, pursuant to the requirements of Clause 35A of the Listing Agreement, we submit herewith the details of voting results of the Annual General Meeting. The voting results are the consolidated results of e-voting and poll conducted at the Annual General Meeting. All the resolutions were passed with the requisite majority by the Shareholders. This may also be treated as compliance under clause 31(d) of the Listing Agreement.

You are requested to take the above on record.

Yours faithfully,

  
**Sanjeev Kapoor**  
**Company Secretary**  


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

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

**CIN - L65110GJ1993PLC020769**

Date of the AGM: 27th June, 2014

Total no. of shareholders on record date: 1,40,477

No. of shareholders present in the meeting either in person or through proxy: 290

Promoters & promoter group: 2

Public: 288

No. of shareholders attended the meeting through video conferencing:

Promoters & promoter group: Nil

Public: Nil

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
<b>Resolution No. 1 - Adoption of Financial Statements for the year ended 31st March, 2014.</b>							
<b>Resolution required: (Ordinary)</b>							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,21,11,436	31.28	8,21,11,436	0	100.00	0.00
Public - Others	6,98,47,966	80,88,065	11.58	80,88,063	2	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,29,87,763</b>	<b>34.62</b>	<b>16,29,87,761</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,281	17.13	1,19,63,280	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,459</b>	<b>32.04</b>	<b>15,08,26,458</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,38,14,222</b>	<b>66.66</b>	<b>31,38,14,219</b>	<b>3</b>	<b>100.00</b>	<b>0.00</b>

\* The Administrator of the Specified Underfaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.

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
<b>Resolution No. 2 - Re-appointment of Shri K. N. Prithvira, who retires by rotation.</b>							
<b>Resolution required: (Ordinary)</b>							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,20,94,289	31.27	6,92,13,465	1,29,07,126	84.31	15.72
Public - Others	6,98,47,966	80,88,065	11.58	80,61,741	22	99.67	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,29,70,616</b>	<b>34.62</b>	<b>15,00,63,468</b>	<b>1,29,07,148</b>	<b>92.08</b>	<b>7.92</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,04,24,127	22,12,549	97.32	2.68
Public - Others	6,98,47,966	1,19,63,381	17.13	1,19,63,380	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,559</b>	<b>32.04</b>	<b>14,86,14,009</b>	<b>22,12,550</b>	<b>98.53</b>	<b>1.47</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,37,97,175</b>	<b>66.66</b>	<b>29,86,77,477</b>	<b>1,51,19,698</b>	<b>95.18</b>	<b>4.82</b>

\* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.



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
<b>Resolution No. 3 - Re-appointment of Shri V. Srinivasan, who retires by rotation.</b>							
Resolution required: (Ordinary)							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,20,94,289	31.27	7,69,12,152	51,82,137	93.69	6.31
Public - Others	6,98,47,966	80,88,065	11.58	80,88,043	22	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,29,70,616</b>	<b>34.62</b>	<b>15,77,88,457</b>	<b>51,82,159</b>	<b>96.82</b>	<b>3.18</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,20,61,218	5,75,458	99.30	0.70
Public - Others	6,98,47,966	1,19,63,381	17.13	1,19,63,380	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,559</b>	<b>32.04</b>	<b>15,02,51,100</b>	<b>5,75,459</b>	<b>99.62</b>	<b>0.38</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,37,97,175</b>	<b>66.66</b>	<b>30,80,39,557</b>	<b>57,57,618</b>	<b>98.17</b>	<b>1.83</b>

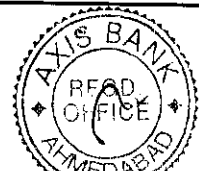
\* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.

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
<b>Resolution No. 4 - Approval of Dividend on the Equity Shares of the Bank.</b>							
Resolution required: (Ordinary)							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,21,99,689	31.31	8,21,99,689	0	100.00	0.00
Public - Others	6,98,47,966	80,88,064	11.58	80,88,063	1	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,30,76,015</b>	<b>34.64</b>	<b>16,30,76,014</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,381	17.13	1,19,63,380	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,559</b>	<b>32.04</b>	<b>15,08,26,558</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,39,02,574</b>	<b>66.68</b>	<b>31,39,02,572</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>

\* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.

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
<b>Resolution No. 5 - Appointment of S. R. Bailiboi &amp; Co. LLP, Chartered Accountants, Mumbai, as Statutory Auditors.</b>							
Resolution required: (Ordinary)							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,21,99,689	31.31	7,97,39,969	24,59,720	97.01	2.99
Public - Others	6,98,47,966	80,88,065	11.58	80,88,052	13	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,30,76,016</b>	<b>34.64</b>	<b>16,06,16,283</b>	<b>24,59,733</b>	<b>98.49</b>	<b>1.51</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,20,37,494	5,99,182	99.27	0.73
Public - Others	6,98,47,966	1,19,63,381	17.13	1,19,63,380	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,559</b>	<b>32.04</b>	<b>15,02,27,376</b>	<b>5,99,183</b>	<b>99.60</b>	<b>0.40</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,39,02,575</b>	<b>66.68</b>	<b>31,08,43,659</b>	<b>30,58,916</b>	<b>99.03</b>	<b>0.97</b>

\* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.



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
<b>Resolution No. 6 - Appointment of Smt. Usha Sangwan as a Director.</b>							
Resolution required: (Ordinary)							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,20,94,289	31.27	7,67,05,314	53,88,975	93.44	6.56
Public - Others	6,98,47,966	80,88,065	11.58	80,88,043	22	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,29,70,616</b>	<b>34.62</b>	<b>15,75,81,619</b>	<b>53,88,997</b>	<b>96.69</b>	<b>3.31</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,20,61,218	5,75,458	99.30	0.70
Public - Others	6,98,47,966	1,19,63,382	17.13	1,19,63,381	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,560</b>	<b>32.04</b>	<b>15,02,51,101</b>	<b>5,75,459</b>	<b>99.62</b>	<b>0.38</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,37,97,176</b>	<b>66.66</b>	<b>30,78,32,720</b>	<b>59,64,456</b>	<b>98.10</b>	<b>1.90</b>
* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.							

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
<b>Resolution No. 7 - Revision in remuneration of Dr. Sanjiv Misra, Chairman.</b>							
Resolution required: (Ordinary)							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,20,94,289	31.27	8,20,94,289	0	100.00	0.00
Public - Others	6,98,47,966	80,86,808	11.58	80,86,358	450	99.99	0.01
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,29,69,359</b>	<b>34.62</b>	<b>16,29,68,909</b>	<b>450</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,381	17.13	1,19,63,380	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,559</b>	<b>32.04</b>	<b>15,08,26,558</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,37,95,918</b>	<b>66.66</b>	<b>31,37,95,467</b>	<b>451</b>	<b>100.00</b>	<b>0.00</b>
* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.							

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
<b>Resolution No. 8 - Revision in remuneration of Smt. Shikha Sharma, Managing Director &amp; CEO.</b>							
Resolution required: (Ordinary)							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,20,94,289	31.27	8,20,94,289	0	100.00	0.00
Public - Others	6,98,47,966	80,86,803	11.58	80,86,353	450	99.99	0.01
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,29,69,354</b>	<b>34.62</b>	<b>16,29,68,904</b>	<b>450</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,381	17.13	1,19,63,380	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,559</b>	<b>32.04</b>	<b>15,08,26,558</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,37,95,913</b>	<b>66.66</b>	<b>31,37,95,462</b>	<b>451</b>	<b>100.00</b>	<b>0.00</b>
* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.							



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
<b>Resolution No. 9 - Revision in remuneration of Shri Somnath Sengupta, Executive Director &amp; Head (Corporate Centre).</b>							
<b>Resolution required: (Ordinary)</b>							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,20,94,289	31.27	8,20,94,289	0	100.00	0.00
Public - Others	6,98,47,966	80,88,060	11.58	80,87,610	450	99.99	0.01
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,29,70,611</b>	<b>34.62</b>	<b>16,29,70,161</b>	<b>450</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,381	17.13	1,19,63,220	161	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,559</b>	<b>32.04</b>	<b>15,08,26,398</b>	<b>161</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,37,97,170</b>	<b>66.66</b>	<b>31,37,96,559</b>	<b>611</b>	<b>100.00</b>	<b>0.00</b>

\* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.

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
<b>Resolution No. 10 - Revision in remuneration of Shri V. Srinivasan, Executive Director &amp; Head (Corporate Banking).</b>							
<b>Resolution required: (Ordinary)</b>							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,20,94,289	31.27	8,20,94,289	0	100.00	0.00
Public - Others	6,98,47,966	80,86,803	11.58	80,86,353	450	99.99	0.01
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,29,69,354</b>	<b>34.62</b>	<b>16,29,68,904</b>	<b>450</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,381	17.13	1,19,63,320	61	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,559</b>	<b>32.04</b>	<b>15,08,26,498</b>	<b>61</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,37,95,913</b>	<b>66.66</b>	<b>31,37,95,402</b>	<b>511</b>	<b>100.00</b>	<b>0.00</b>

\* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.

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
<b>Resolution No. 11 - Amendment in Employee Stock Option Scheme.</b>							
<b>Resolution required: (Special)</b>							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,21,99,689	31.31	8,12,38,799	9,60,890	98.83	1.17
Public - Others	6,98,47,966	80,88,060	11.58	80,86,371	1,689	99.98	0.02
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,30,76,011</b>	<b>34.64</b>	<b>16,21,13,432</b>	<b>9,62,579</b>	<b>99.41</b>	<b>0.59</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,64,166	17.13	1,19,64,005	161	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,27,344</b>	<b>32.04</b>	<b>15,08,27,183</b>	<b>161</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,39,03,355</b>	<b>66.68</b>	<b>31,29,40,615</b>	<b>9,62,740</b>	<b>99.69</b>	<b>0.31</b>

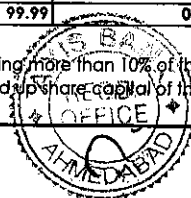
\* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the paid up share capital of the Bank. As per the provisions of the Banking Regulation Act, 1949, the voting rights are restricted to 10% of the paid up share capital of the Bank.



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
<b>Resolution No. 12 - Borrowing limit of the Bank under section 180 (1)(c) of the Companies Act, 2013.</b>							
<b>Resolution required: (Special)</b>							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,21,99,689	31.31	8,17,38,399	4,61,290	99.44	0.56
Public - Others	6,98,47,966	80,88,065	11.58	80,88,033	32	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,30,76,016</b>	<b>34.64</b>	<b>16,26,14,694</b>	<b>4,61,322</b>	<b>99.72</b>	<b>0.28</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,381	17.13	1,19,63,380	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,559</b>	<b>32.04</b>	<b>15,08,26,558</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,39,02,575</b>	<b>66.68</b>	<b>31,34,41,252</b>	<b>4,61,323</b>	<b>99.85</b>	<b>0.15</b>
* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.							

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
<b>Resolution No. 13 - Borrowing/Raising funds by issue of debt Instruments.</b>							
<b>Resolution required: (Special)</b>							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,21,99,689	31.31	8,17,38,399	4,61,290	99.44	0.56
Public - Others	6,98,47,966	80,88,065	11.58	80,88,029	36	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,30,76,016</b>	<b>34.64</b>	<b>16,26,14,690</b>	<b>4,61,326</b>	<b>99.72</b>	<b>0.28</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,321	17.13	1,19,63,320	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,499</b>	<b>32.04</b>	<b>15,08,26,498</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,39,02,515</b>	<b>66.68</b>	<b>31,34,41,188</b>	<b>4,61,327</b>	<b>99.85</b>	<b>0.15</b>
* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.							

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
<b>Resolution No. 14 - Sub-division of Equity Shares.</b>							
<b>Resolution required: (Ordinary)</b>							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,21,99,689	31.31	8,21,80,179	19,510	99.98	0.02
Public - Others	6,98,47,966	80,88,065	11.58	80,88,024	41	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,30,76,016</b>	<b>34.64</b>	<b>16,30,56,465</b>	<b>19,551</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,382	17.13	1,19,63,381	1	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,560</b>	<b>32.04</b>	<b>15,08,26,559</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,39,02,576</b>	<b>66.68</b>	<b>31,38,83,024</b>	<b>19,552</b>	<b>99.99</b>	<b>0.01</b>
* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.							



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
<b>Resolution No. 15 - Alteration in Memorandum of Association.</b>							
Resolution required: (Ordinary)							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,21,99,689	31.31	8,21,80,179	19,510	99.98	0.02
Public - Others	6,98,47,966	80,88,065	11.58	80,88,039	26	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,30,76,016</b>	<b>34.64</b>	<b>16,30,56,480</b>	<b>19,536</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,322	17.13	1,19,63,221	101	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,500</b>	<b>32.04</b>	<b>15,08,26,399</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,39,02,516</b>	<b>66.68</b>	<b>31,38,82,879</b>	<b>19,637</b>	<b>99.99</b>	<b>0.01</b>
* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.							

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
<b>Resolution No. 16 - Alteration in Articles of Association.</b>							
Resolution required: (Special)							
<b>Mode of voting: (E-voting)</b>							
Promoters & promoter group	13,83,52,153	7,27,88,262	52.61	7,27,88,262	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,21,99,689	31.31	8,21,80,179	19,510	99.98	0.02
Public - Others	6,98,47,966	80,88,065	11.58	80,88,039	26	100.00	0.00
<b>Total (A)</b>	<b>47,07,38,413</b>	<b>16,30,76,016</b>	<b>34.64</b>	<b>16,30,56,480</b>	<b>19,536</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting: (Poll)</b>							
Promoters & promoter group	13,83,52,153	5,62,26,502	40.64	5,62,26,502	0	100.00	0.00
Public - Institutional holders	26,25,38,294	8,26,36,676	31.48	8,26,36,676	0	100.00	0.00
Public - Others	6,98,47,966	1,19,63,322	17.13	1,19,63,221	101	100.00	0.00
<b>Total (B)</b>	<b>47,07,38,413</b>	<b>15,08,26,500</b>	<b>32.04</b>	<b>15,08,26,399</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>
<b>Results (A+B)*</b>	<b>47,07,38,413</b>	<b>31,39,02,516</b>	<b>66.68</b>	<b>31,38,82,879</b>	<b>19,637</b>	<b>99.99</b>	<b>0.01</b>
* The Administrator of the Specified Undertaking of the Unit Trust of India (SUUTI) and Life Insurance Corporation of India (LIC) are each holding more than 10% of the 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.							



**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

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

**20<sup>th</sup> Annual General Meeting of the Equity Shareholders of Axis Bank Limited**

Dear Sir,

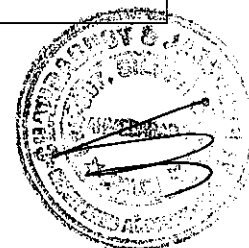
I Nimai G. Shah, Chartered Accountant (Membership No. 100932) and Partner, Chandabhoy & Jassoobhoy, Chartered Accountants appointed as Scrutinizer for the purpose of the e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), proposed at the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of Axis Bank Limited to be held on 27<sup>th</sup> June, 2014 at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380 015 submit my report as under:

1. The e-voting period opened on 21<sup>st</sup> June, 2014 (9.00 A.M.) and closed on 23<sup>rd</sup> June, 2014 (6.00 P.M.).
2. The Shareholders holding the shares as on the "cut off" date i.e. 16<sup>th</sup> May, 2014 were entitled to vote on the proposed resolution (item no. 1 to 16 as set out in the Notice of the 20<sup>th</sup> Annual General Meeting of Axis Bank Limited).
3. The votes were unblocked on 23<sup>rd</sup> June, 2014 around 6.15 P.M. in the presence of two witnesses, Mr. Malay Dubal and Mr. Ghanshyam Barot who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Karvy Computershare Pvt. Ltd. (<https://evoting.karvy.com>)
5. The result of e-voting is as under:

**(a) Resolution No. 1. - Adoption of Financial Statements for the year ended 31st March, 2014.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
441	162987761**	100





\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
2	2	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	100

**(b) Resolution No. 2. - Re-appointment of Shri K. N. Prithviraj, who retires by rotation.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
377	150063468**	92.08

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
66	12907148	7.92



**Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	105500

**(c) Resolution No. 3. - Re-appointment of Shri V. Srinivasan, who retires by rotation.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
419	157788457**	96.82

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
22	5182159	3.18

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	105500

**(d) Resolution No. 4. - Approval of Dividend on the Equity Shares of the Bank.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
441	163076014**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share



capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	101

**(e) Resolution No. 5. - Appointment of S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, as Statutory Auditors.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
425	160616283**	98.49

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
20	2459733	1.51



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	100

**(f) Resolution No. 6. - Appointment of Smt. Usha Sangwan as a Director.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
419	157581619**	96.69

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
23	5388997	3.31

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	105500

**(g) Resolution No. 7. - Revision in remuneration of Dr. Sanjiv Misra, Chairman.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
429	162968909**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date).



off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
11	450	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	106757

**(h) Resolution No. 8. - Revision in remuneration of Smt. Shikha Sharma, Managing Director & CEO.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
428	162968904**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
11	450	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	106762



**(i) Resolution No. 9. - Revision in remuneration of Shri Somnath Sengupta, Executive Director & Head (Corporate Centre).**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
429	162970161**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
11	450	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	105505

**(j) Resolution No. 10. - Revision in remuneration of Shri V. Srinivasan, Executive Director & Head (Corporate Banking).**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
428	162968904**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.



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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
11	450	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	106762

**(k) Resolution No. 11. - Amendment in Employee Stock Option Scheme.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
428	162113432**	99.41

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
15	962579	0.59

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	105

**(l) Resolution No. 12. - Borrowing limit of the Bank under section 180 (1) (c) of the Companies Act, 2013.**



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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
429	162614694**	99.72

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
14	461322	0.28

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	100

**(m) Resolution No. 13. - Borrowing/Raising funds by issue of debt instruments.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
430	162614690**	99.72

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.





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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
13	461326	0.28

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	100

**(n) Resolution No. 14. - Sub-division of Equity Shares.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
434	163056465**	99.99

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
9	19551	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	100



**(o) Resolution No. 15. - Alteration in Memorandum of Association.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
436	163056480**	99.99

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
7	19536	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	100

**(p) Resolution No. 16. - Alteration in Articles of Association.**

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
436	163056480**	99.99

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Life Insurance Corporation of India is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 88,53,085 votes cast by Life Insurance Corporation of India (out of aggregate votes casted of 5,59,26,926) which are in excess of 10% of the paid up share capital of the Bank as on 16.5.2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of Life Insurance Corporation of India (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.



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

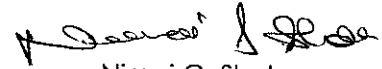
Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
7	19536	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	100

6. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 20<sup>th</sup> Annual General Meeting and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



Nimai G. Shah  
FCA: 100932  
Scrutinizer

Place: Ahmedabad

Dated: 23<sup>rd</sup> June, 2014

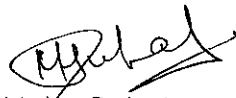


We the undersigned witnesseth that the votes were unblocked from the e-voting website of Karvy Computershare Pvt. Ltd. (<https://evoting.karvy.com>) in our presence at 6.15 P.M. on 23<sup>rd</sup> June, 2014 at the office of the Scrutinizer.

Signature:-

Name:-

Address:-



Malay Dubal

92/2, Samrat Nagar, Isanpur, Ahmedabad 382 443

Signature:-

Name:-

Address:-



Ghanshyam Barot

G/48/565, Shivam Apartments, Nava Wadaj, Ahmedabad 380 013

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
Chairman  
20<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of Axis Bank Limited  
Held on 27<sup>th</sup> June, 2014 at 10.00 A. M. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380 015

Dear Sir,

I Shri Nimai G. Shah, Chartered Accountant (Membership No. 100932) and Partner, Chandabhoj & Jassoobhoj, Chartered Accountants appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of Axis Bank Limited, held on 27<sup>th</sup> June, 2014 at 10.00 A. M. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380 015, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, four ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**(a) Resolution No. 1. - Adoption of Financial Statements for the year ended 31st March, 2014.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	150826458**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	2635708

**(b) Resolution No. 2. - Re-appointment of Shri K. N. Prithviraj, who retires by rotation.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
244	148614009**	98.53

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	2212550	1.47

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948418



**(c) Resolution No. 3. - Re-appointment of Shri V. Srinivasan, who retires by rotation.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
247	150251100**	99.62

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	575459	0.38

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948418

**(d) Resolution No. 4. - Approval of Dividend on the Equity Shares of the Bank.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	150826558**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948418

**(e) Resolution No. 5 - Appointment of S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, as Statutory Auditors.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
249	150227376**	99.60

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	599183	0.40

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948418



**(f) Resolution No. 6. - Appointment of Smt. Usha Sangwan as a Director.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
248	150251101**	99.62

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	575459	0.38

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
37	3948417

**(g) Resolution No. 7. - Revision in remuneration of Dr. Sanjiv Misra, Chairman.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	150826558**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.





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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948418

**(h) Resolution No. 8. - Revision in remuneration of Smt. Shikha Sharma, Managing Director & CEO.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	150826558**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948418



**(i) Resolution No. 9. - Revision in remuneration of Shri Somnath Sengupta, Executive Director & Head (Corporate Centre).**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
249	150826398**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	161	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948418

**(j) Resolution No. 10. - Revision in remuneration of Shri V. Srinivasan, Executive Director & Head (Corporate Banking).**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	150826498**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	61	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948418

**(k) Resolution No. 11. - Amendment in Employee Stock Option Scheme.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	150827183**	100

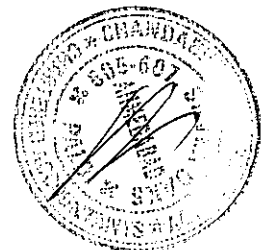
\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	161	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
37	3947633



**(l) Resolution No. 12. - Borrowing limit of the Bank under section 180 (1) (c) of the Companies Act, 2013.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
251	150826558**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) **Invalid** votes:

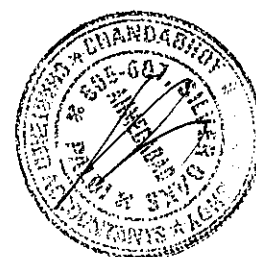
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948418

**(m) Resolution No. 13. - Borrowing/Raising funds by issue of debt instruments.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	150826498**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	3948478

**(n) Resolution No. 14. - Sub-division of Equity Shares.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
252	150826559**	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0

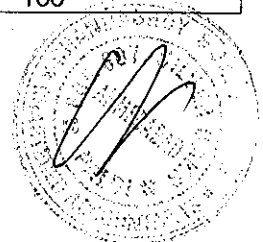
(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
37	3948417

**(o) Resolution No. 15. - Alteration in Memorandum of Association.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	150826399**	100



\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	101	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948477

**(p) Resolution No. 16. - Alteration in Articles of Association.**

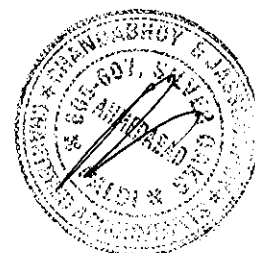
(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	150826399	100

\*\*As per provisions of section 12(2) of the Banking Regulations Act, 1949, the voting rights of Specified Undertaking of the Unit Trust of India (SUUTI) is restricted to 10% of the paid up share capital of the Bank. The aforesaid votes includes 78,94,340 votes cast by SUUTI (out of aggregate votes casted of 5,49,68,181) which are in excess of 10% of the paid up share capital of the Bank as on 16-5-2014 (the cut-off date). Thus, aggregate 4,70,73,841 votes of SUUTI (at 10% of the paid up capital of the Bank of 47,07,38,413) only can be considered for Banking Regulations Act purpose.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	101	0



(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	3948477

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



Nimai G. Shah  
FCA: 100932  
Scrutinizer

Place: Ahmedabad

Dated: 27<sup>th</sup> June, 2014

