



AXIS/CO/CS/335/2015-16

24th July, 2015

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

Attn.: Shri Avinash Kharkar

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

Attn.: Shri Bhushan Mokashi

Dear Sir(s),

SUB: PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF AXIS BANK LIMITED AND VOTING RESULTS.

REF: CLAUSE 31(D) & 35A OF THE LISTING AGREEMENT.

Pursuant to the requirements of **Clause 31(d) & 35A** of the Listing Agreement, we submit herewith the details of voting results in respect of all the resolutions as set out in the Notice dated 29th April, 2015 convening the 21st Annual General Meeting held today at 10.00 A.M. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat, 380 015.

Please note that the results have been consolidated in respect of voting conducted through remote e-voting, physical ballot and ballot at the said Annual General Meeting. We are pleased to inform you that all the said resolutions were passed by the Shareholders with the requisite majority. This may also be treated as our disclosure under Clause 31(d) of the Listing Agreement.

In this connection, we enclose herewith the Scrutinizers report dated 24th July, 2015 issued by Shri Nimal G. Shah, Chartered Accountant (Membership No. 100932) Partner, Chandabhai & Jassobhai, Scrutinizer for the said e-voting process.

You are requested to take note of the above and arrange to bring it to the notice of all concerned.

Kindly acknowledge receipt.

Thanking you,

Yours Sincerely,
For **Axis Bank Limited**,


Girish V Koliyote
Company Secretary

Encl : a/a

Name of the Company: **AXIS BANK LIMITED**

Date of the AGM: **24th July, 2015**

Total no. of shareholders as on record date (17th July, 2015) : **3,31,873**

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

Promoters & promoter group: **2**

Public: **133**

No. of shareholders attended the meeting through video conferencing:

Promoters & promoter group: **Nil**

Public: **Nil**

Detail of the Agenda:

Item no.	Type of Resolution	Particulars of the Resolution	Mode of voting
1.	Ordinary Resolution	To receive, consider and adopt : (a) the audited financial statements of the Bank for the financial year ended 31 st March, 2015 and the Reports of the Board of Directors and the Auditors thereon; and (b) the audited consolidated financial statements of the Bank for the financial year ended 31 st March, 2015 and the Report of the Auditors thereon.	Remote e-voting, physical ballot & ballot at AGM
2.	Ordinary Resolution	Declaration of dividend on Equity Shares of the Bank.	=do=
3.	Ordinary Resolution	Appointment of a Director in place of Smt. Usha Sangwan (DIN 02609263), who retires by rotation and, being eligible, offers herself for re-appointment.	=do=
4.	Ordinary Resolution	Appointment of S R Batliboi & Co LLP, Chartered Accountants, Mumbai, having registration number 301003E issued by the Institute of Chartered Accountants of India as the Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration.	=do=
5.	Ordinary Resolution	Appointment of Shri S. Vishvanathan (DIN 02255828) as an Independent Director of the Bank.	=do=



6.	Ordinary Resolution	Revision in the remuneration payable to Dr. Sanjiv Misra (DIN 03075797) Chairman of the Bank.	=do=
7.	Ordinary Resolution	Re-appointment of Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank.	=do=
8.	Ordinary Resolution	Revision in the remuneration payable to Shri V. Srinivasan (DIN 00033882) Whole-time Director designated as 'Executive Director & Head (Corporate Banking)' of the Bank.	=do=
9.	Ordinary Resolution	Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as a Director of the Bank.	=do=
10.	Ordinary Resolution	Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank.	=do=
11.	Ordinary Resolution	Revision in the remuneration payable to Shri Sanjeev Kumar Gupta (DIN 00237353), as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank.	=do=
12.	Special Resolution	Increase in Borrowing limits of the Bank upto Rs150,000 crores under Section 180 (1)(c) of the Companies Act, 2013.	=do=
13.	Special Resolution	Borrowing/Raising funds in Indian Currency/Foreign Currency by issue of Debt Instruments including but not limited to bonds and non-convertible debentures for an amount upto Rs 35,000 crores.	=do=
14.	Special Resolution	Acquiring and holding equity shares of the Bank, by the Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Non-resident Indians (NRIs), Foreign Direct Investment covering ADRs / GDRs and indirect foreign investment in any combination thereof, up to 74% of the paid up share capital of the Bank.	=do=



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = ((2)/(1)) * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = ((4)/(2)) * 100	% of votes against on votes polled (7) = ((5)/(2)) * 100
Resolution No. 1 - Ordinary Resolution: To receive, consider and adopt : (a) the audited financial statements of the Bank for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon; and (b) the audited consolidated financial statements of the Bank for the financial year ended 31st March, 2015 and the Report of the Auditors thereon. Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	929,502,752	67.72	929,314,904	187,848	99.98	0.02
Public - Others	310,613,514	148,906,720	47.94	148,827,679	79,041	99.95	0.05
Total	2,375,595,017	1,644,289,677	69.22	1,644,022,788	266,889	99.98	0.02
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
# The Administrator of the Specified Undertaking of the Unit Trust of India (SUIT) is holding 274840905 equity shares (11.57%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 274840905 votes (11.57%), only 237559501 (10%) votes are taken into consideration.							



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Resolution No. 2 -Declaration of dividend on Equity Shares of the Bank.							
Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting , Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	931,980,567	67.90	931,980,567	0	100.00	0.00
Public - Others	310,613,514	148,906,791	47.94	148,827,699	79,092	99.95	0.05
Total	2,375,595,017	1,646,767,563	69.32	1,646,688,471	79,092	99.99	0.01
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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Resolution No. 3 -Appointment of a Director in place of Smt. Usha Sangwan (DIN 02609263), who retires by rotation and, being eligible, offers herself for re-appointment.							
Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting , Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	931,980,567	67.90	920,351,128	11,629,439	98.75	1.25
Public - Others	310,613,514	148,906,283	47.94	148,826,743	79,540	99.95	0.05
Total	2,375,595,017	1,646,767,055	69.32	1,635,058,076	11,708,979	99.29	0.71
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Resolution No. 4 - Appointment of S R Batliboi & Co LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration. Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group* #	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	921,057,907	67.10	869,859,373	51,198,534	94.44	5.56
Public - Others	310,613,514	148,906,783	47.94	148,825,902	80,881	99.95	0.05
Total	2,375,595,017	1,635,844,895	68.86	1,584,565,480	51,279,415	96.87	3.13
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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Resolution No. 5 - Appointment of Shri S. Vishvanathan (DIN 02255828) as an Independent Director of the Bank.							
Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	924,382,943	67.35	916,869,286	7,513,657	99.19	0.81
Public - Others	310,613,514	148,906,633	47.94	148,825,039	81,594	99.95	0.05
Total	2,375,595,017	1,639,169,781	69.00	1,631,574,530	7,595,251	99.54	0.46
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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Resolution No. 6 - Revision in the remuneration payable to Dr. Sanjiv Misra (DIN 03075797) Chairman of the Bank. Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group* #	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	924,321,206	67.34	924,321,206	0	100.00	0.00
Public - Others	310,613,514	148,904,507	47.94	148,822,479	82,028	99.94	0.06
Total	2,375,595,017	1,639,105,918	69.00	1,639,023,890	82,028	99.99	0.01
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Resolution No. 7 - Re-appointment of Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank. Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	924,642,223	67.37	914,730,799	9,911,424	98.93	1.07
Public - Others	310,613,514	148,902,843	47.94	148,821,697	81,146	99.95	0.05
Total	2,375,595,017	1,639,425,271	69.01	1,629,432,701	9,992,570	99.39	0.61
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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Resolution No. 8 - Revision in the remuneration payable to Shri V Srinivasan (DIN 00033882) Whole-time Director designated as 'Executive Director & Head (Corporate Banking)' of the Bank. Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	924,321,206	67.34	921,067,922	3,253,284	99.65	0.35
Public - Others	310,613,514	148,902,447	47.94	148,820,261	82,186	99.94	0.06
Total	2,375,595,017	1,639,103,858	69.00	1,635,768,388	3,335,470	99.80	0.20
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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Resolution No. 9 - Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as a Director of the Bank							
Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	931,980,567	67.90	920,351,128	11,629,439	98.75	1.25
Public - Others	310,613,514	148,902,633	47.94	148,821,665	80,968	99.95	0.05
Total	2,375,595,017	1,646,763,405	69.32	1,635,052,998	11,710,407	99.29	0.71
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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Resolution No. 10 - Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank. Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	931,684,847	67.88	917,906,113	13,778,734	98.52	1.48
Public - Others	310,613,514	148,902,623	47.94	148,821,524	81,099	99.95	0.05
Total	2,375,595,017	1,646,467,675	69.31	1,632,607,842	13,859,833	99.16	0.84
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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Resolution No. 11 -Revision in the remuneration payable to Shri Sanjeev Kumar Gupta (DIN 00237353), as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank. Resolution required: (Ordinary)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	924,321,206	67.34	917,200,612	7,120,594	99.23	0.77
Public - Others	310,613,514	148,902,515	47.94	148,820,528	81,987	99.94	0.06
Total	2,375,595,017	1,639,103,926	69.00	1,631,901,345	7,202,581	99.56	0.44
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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Resolution No. 12 -Increase in Borrowing limits of the Bank upto Rs 150,000 crores under section 180 (1)(c) of the Companies Act, 2013. Resolution required: (Special)							
Mode of voting: (Remote E-voting , Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	931,980,567	67.90	930,844,665	1,135,902	99.88	0.12
Public - Others	310,613,514	148,906,252	47.94	148,826,722	79,530	99.95	0.05
Total	2,375,595,017	1,646,767,024	69.32	1,645,551,592	1,215,432	99.93	0.07
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
# The Administrator of the Specified Undertaking of the Unit Trust of India (SUITI) is holding 274840905 equity shares (11.57%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 274840905 votes (11.57%) only 237559501 (10%) votes are taken into consideration.							



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)*100	% of votes against on votes polled (7)=(5)/(2)*100
Resolution No. 13 -Borrowing/Raising funds in Indian Currency/Foreign Currency by issue of debt Instruments including but not limited to bonds and non-convertible debentures for an amount up to Rs 35,000 crores. Resolution required: (Special)							
Mode of voting: (Remote E-voting , Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	931,980,567	67.90	930,844,665	1,135,902	99.88	0.12
Public - Others	310,613,514	148,906,683	47.94	148,826,936	79,747	99.95	0.05
Total	2,375,595,017	1,646,767,455	69.32	1,645,551,806	1,215,649	99.93	0.07
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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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)/(5)*100	% of votes against on votes polled (7)=(5)/(2)*100
Resolution No. 14 - Acquiring and holding equity shares of the Bank, by the Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Non-resident Indians (NRIs), Foreign Direct Investment covering ADRs / GDRs and indirect foreign investment in any combination thereof, upto 74% of the share capital of the Bank.							
Resolution required: (Special)							
Mode of voting: (Remote E-voting, Physical Ballot and Ballot at the AGM)							
Promoters & promoter group*#	692,419,075	565,880,205	81.73	565,880,205	0	100.00	0.00
Public - Institutional holders	1,372,562,428	931,980,567	67.90	931,980,567	0	100.00	0.00
Public - Others	310,613,514	148,906,532	47.94	148,826,813	79,719	99.95	0.05
Total	2,375,595,017	1,646,767,304	69.32	1,646,687,585	79,719	99.99	0.01
* Life Insurance Corporation of India (LIC) is holding 326816967 equity shares (13.76%) in the Bank. At present, as per the provisions of Section 12 (2) of the Banking Regulations Act, 1949 this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 326816967 votes (13.76%), only 237559501 (10%) votes are taken into consideration.							
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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015 & 21(2) of the Companies (Management and Administration) Rules, 2014]

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

Sub: Scrutinizer's Report

Ref : 21st Annual General Meeting (AGM) of the Shareholders of Axis Bank Limited.

Dear Sir,

I, Shri Nimal G. Shah, Chartered Accountant (Membership No. 100932) and Partner, Chandabhoy & Jassoobhoy, Chartered Accountants, Ahmedabad appointed as Scrutinizer for the purpose of the voting by electronic means, physical ballot and ballot at the said AGM carried out as per the provisions of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Amendment Rules, 2015 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), proposed at the said AGM held today at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat - 380 015, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot/polling boxes kept for polling were locked and sealed in my presence with due identification marks placed by me.
2. The locked ballot/polling boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy Computershare Private Limited, Hyderabad, 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 remote e-voting period commenced on Tuesday, 21st July, 2015 (9.00 A.M.) and ended on 23rd July, 2015 (5.00 P.M.).
5. The Shareholders holding the shares as on the "cut off" date i.e. 17th July, 2015 were entitled to vote on the proposed resolutions as set out in (item nos 1 to 14) of the Notice dated 29th April 2015 convening the said AGM.
6. The votes casted through remote e-voting were unblocked by me on 24th July, 2015 around 12.30 P.M. in the presence of two witnesses, Mr. Parin Patwari and Mr. Jay Dave who are not in the employment of the Bank. They have signed below in confirmation of the votes being unblocked in their presence.



7. 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>)
8. The results of voting by electronic means, physical ballot and ballot at the said AGM is as under:



Resolution No. 1. - To receive, consider and adopt:

- (a) the audited financial statements of the Bank for the financial year ended 31st March, 2015 and the Reports of the Directors and the Auditors thereon; and
- (b) the audited consolidated financial statements for the financial year ended 31st March, 2015 and the Report of the Auditors thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1203	1644022788	99.98

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	266889	0.02

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
19	6278991

Resolution No.2. - Declaration of dividend on Equity Shares of the Bank.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1216	1646688471	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	79092	0.01

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	3801105



Resolution No. 3. - Appointment of a Director in place of Smt. Usha Sangwan (DIN 02609263), who retires by rotation and, being eligible, offers herself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1201	1635058076	99.29

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	11708979	0.71

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	3801611

Resolution No. 4. - Appointment of S R Batliboi & Co LLP, Chartered Accountants, Mumbai, having registration number 301003E issued by the Institute of Chartered Accountants of India, as the Statutory Auditors of the Bank to hold office as such from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1124	1584565480	96.87

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
65	51279415	3.13

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
43	14723771



Resolution No. 5. - Appointment of Shri S. Vishvanathan (DIN 02255828) as an Independent Director of the Bank.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1179	1631574530	99.54

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	7595251	0.46

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
27	11398885

Resolution No. 6. - Revision in the remuneration payable to Dr. Sanjiv Misra (DIN 03075797) Chairman of the Bank.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1176	1639023890	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
26	82028	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
29	11462748



Resolution No. 7. -Re-appointment of Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank for a period of 3 years, with effect from 1st June, 2015.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1187	1629432701	99.39

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	9992570	0.61

(ii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
22	11143395

Resolution No. 8. - Revision in the remuneration payable to Shri V Srinivasan (DIN 00033882) Whole-time Director designated as 'Executive Director & Head (Corporate Banking)' of the Bank, with effect from 1st June, 2015.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1171	1635768388	99.80

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	3335470	0.20

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
30	11464808



Resolution No. 9. - Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as a Director of the Bank.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1198	1635052998	99.29

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	11710407	0.71

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
7	3805261

Resolution No. 10. - Appointment of Shri Sanjeev Kumar Gupta (DIN 00237353) as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank for a period of 3 years, with effect from 4th September, 2014.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1198	1632607842	99.16

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	13859833	0.84

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	4100991



Resolution No. 11. - Revision in the remuneration payable to Shri Sanjeev Kumar Gupta (DIN 00237353), as the Whole-Time Director designated as 'Executive Director (Corporate Centre) & Chief Financial Officer' of the Bank with effect from 1st June, 2015.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1172	1631901345	99.56

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	7202581	0.44

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
28	11464740

Resolution No. 12. - Increase in Borrowing limits of the Bank upto Rs 150,000 crores under section 180 (1)(c) of the Companies Act, 2013.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1201	1645551592	99.93

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	1215432	0.07

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
10	3801644



Resolution No. 13.- Borrowing/raising funds in Indian Currency/Foreign Currency by issue of debt instruments including but not limited to bonds and non-convertible debentures for an amount up to Rs 35,000 crores in domestic and/or overseas markets.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1201	1645551806	99.93

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	1215649	0.07

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	3801211

Resolution No. 14. - Acquiring and holding equity shares of the Bank, by the Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Non-resident Indians (NRIs), Foreign Direct Investment covering ADRs / GDRs and indirect foreign investment in any combination thereof, upto 74% of the paid-up equity share capital of the Bank.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1208	1646687585	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	79719	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	3801361



Notes :

- (a) Life Insurance Corporation of India is holding 32,68,16,967 equity shares (13.76%) of the Bank. At present, as per the provisions of section 12(2) of the Banking Regulations Act, 1949, this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 32,68,16,967 votes (13.76%), only 23,75,59,501 (10%) votes have been taken into consideration.
- (b) The Administrator of the Specified Undertaking of the Unit Trust of India is holding 27,48,40,905 equity shares (11.57%) of the Bank. At present, as per the provisions of section 12(2) of the Banking Regulations Act, 1949, this voting power is limited upto 10% of the paid up capital of the Bank. Accordingly, out of the total number of 27,48,40,905 votes (11.57%), only 23,75,59,501 (10%) votes have been taken into consideration.

9. All relevant records of remote e-voting, physical ballot and ballot at the AGM will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the said AGM and the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



Nimai G. Shah
FCA: 100932
Scrutinizer

Place: Ahmedabad

Dated: 24th July, 2015

We the undersigned witness that Polling box were opened and the votes casted by way of remote e-voting were unblocked from the e-voting website of Karvy Computershare Pvt. Ltd. (<https://evoting.karvy.com>) in our presence at 12.30 P.M. on 24th July, 2015 at the Registered Office of the Bank.


Signature:-

Name:- Parin Patwari

Address:- C-1, Panchratna Apartments, Mahalaxmi Char Rasta, Paldi, Ahmedabad 380 007


Signature:-

Name:- Jay Dave

Address:- S.B. Hostel, Near Unnati School, Mahalaxmi Char Rasta, Paldi, Ahmedabad 380 007

