

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of Axis Bank Limited (the “**Bank**”) will be held at **10.00 A.M.** on **Wednesday, 20th June 2018** at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Bank for the financial year ended 31st March 2018 and the Reports of the Directors and the Auditors thereon; and
 - b. the audited consolidated financial statements for the financial year ended 31st March 2018 and the Report of the Auditors thereon.
2. To appoint a director in place of Shri Rajiv Anand (DIN 02541753), who retires by rotation and being eligible, has offered himself for re-appointment.
3. To appoint a director in place of Shri Rajesh Dahiya (DIN 07508488), who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai, (Registration No. 103523W/W100048) as the Statutory Auditors of the Bank and to consider, and in this connection, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Section 30 and all other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“**RBI**”), in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force), approval of the Members of the Bank be and is hereby accorded to the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, Mumbai, having Registration Number 103523W/W100048, issued by the Institute of Chartered Accountants of India, as the Statutory Auditors of the Bank, in place of M/s S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai, the retiring auditors of the Bank and to hold office as such from the conclusion of the Twenty Fourth Annual General Meeting until the conclusion of the Twenty Eighth Annual General Meeting, subject to the approval of the RBI, and on such terms and conditions, including remuneration, as may be approved by the Audit Committee of the Board of Directors of the Bank.”

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A (2A) and all other applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (“**RBI**”), in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of Axis Bank Limited (the “**Bank**”), Shri Stephen Pagliuca (DIN 07995547), who was appointed as an Additional Non-Executive (Nominee) Director of the Bank pursuant to the nomination received from BC Asia Investments VII Limited, Intergral Investments South Asia IV and BC Asia Investment III Limited, with effect from 19th December 2017 and who holds office as such upto the date of this Annual General Meeting, approval of the Members of the Bank be and is hereby accorded to the appointment of Shri Stephen Pagliuca as the Non-Executive (Nominee) Director of the Bank, for a period of four (4) consecutive years, with effect from 19th December 2017 **AND THAT** Shri Stephen Pagliuca shall not be liable to retire by rotation during the said period.”

6. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Section 35B and all other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“**RBI**”), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of Axis Bank Limited (the “**Bank**”), approval

of the Members of the Bank be and is hereby accorded to the remuneration payable to Dr. Sanjiv Misra (DIN 03075797), as the Non-Executive (Part-Time) Chairman of the Bank, with effect from 18th July 2018, detailed as under, subject to the approval of the RBI:

Particulars	Amount
Remuneration	: ₹ 33,00,000 p.a.
Company Car	: Free use of Bank's car for official and private purposes.
Touring	: Travelling and official expenses to be borne by the Bank for Board functions as a Chairman of the Bank.
Sitting Fees	: As payable to other Non-Executive Directors for attending meetings of the Board and Committees.

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

7. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196 and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Section 35B and all other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“**RBI**”), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of Axis Bank Limited (the “**Bank**”), approval of the Members of the Bank be and is hereby accorded to the re-appointment of Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank, from 1st June 2018 up to 31st December 2018 (both days inclusive).”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Section 35B and all other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the RBI, in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Bank, approval of the Members of the Bank, be and is hereby accorded to the payment of remuneration by way of salary, allowances and perquisites to Smt. Shikha Sharma (DIN 00043265), as the Managing Director & CEO of the Bank, from 1st June 2018 upto 31st December 2018 (both days inclusive), detailed as under subject to the approval of the RBI:

Particulars	Amount
Salary	: ₹ 3,15,94,000 p.a.
Leave Fare Concession	: ₹ 14,76,000 p.a.
Perquisites	
House Rent Allowance	: ₹1,05,38,000 p.a. (in lieu of Bank's owned/leased accommodation).
Residence	: Leased accommodation to be provided by the Bank.
Provident Fund	: 12% of basic pay with equal contribution by the Bank or as may be decided upon by the Board/Trustees, from time to time.
Gratuity	: One month's salary for each completed year of service or part thereof (on a pro-rata basis).
Superannuation	: 10% of basic pay p.a.
Travelling Allowances	: As per the Bank's Policy.
Medical benefits	: (i) Group mediclaim facility as available to the other employees of the Bank. (ii) Reimbursement of full medical expenses for self and family.
Club fees	: Membership of two clubs (excluding life membership fees). All official expenses in connection with such membership incurred would be reimbursed by the Bank.
Conveyance & Telephone	: As per the Bank's Policy.

Particulars	Amount
Personal Insurance	: Shall be covered under the Group Savings Linked Insurance Scheme (GSLI) and the Personal Accident Policy as per the Bank's Rules.
Newspapers & Periodical	: As per requirement.
Entertainment	: Expenditure on official entertainment would be on the Bank's account.
Utility Bills	: To be reimbursed at actuals up to a limit of ₹ 3,75,000 p.a.
Furnishing Allowance	: At actuals up to a limit of ₹ 30,00,000 over a period of three years.
Car	: As per the Bank's Policy.
Leave	: As per the Bank's Rule.
Stock Options	: Stock options as may be granted by the Nomination and Remuneration Committee, from time to time, subject to the approval of the RBI.
Variable Pay	: As approved by the Nomination and Remuneration Committee/Board, subject to the approval of the RBI.
Loans	: Loan facilities to be provided as per the Bank's policy, at the rate of interest applicable to other employees.
Other terms	: As per the Bank's Staff Rules and as may be agreed by the Board, from time to time.

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

8. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Section 35B and all other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of Axis Bank Limited (the "Bank"), approval of the Members of the Bank be and is hereby accorded to the revision in the remuneration by way of salary, allowances and perquisites payable to Shri V. Srinivasan (DIN 00033882), as the Deputy Managing Director of the Bank, with effect from 1st June 2018, detailed as under, subject to the approval of the RBI:

Particulars	Amount
Salary	: ₹ 2,23,56,000 p.a.
Leave Fare Concession	: ₹ 6,05,000 p.a.
Perquisites	
House Rent Allowance	: ₹ 55,87,000 p.a. (in lieu of Bank's owned / leased accommodation).
Residence	: Leased accommodation to be provided by the Bank.
Provident Fund	: 12% of basic pay with equal contribution by the Bank or as may be decided upon by the Board/Trustees, from time to time.
Gratuity	: One month's salary for each completed year of service or part thereof (on a pro-rata basis).
Superannuation	: 10% of basic pay p.a.
Travelling Allowances	: As per the Bank's Policy.
Medical benefits	: (i) Group mediclaim facility as available to the other employees of the Bank. (ii) Reimbursement of full medical expenses for self and family.
Club fees	: Membership of two clubs (excluding life membership fees). All official expenses in connection with such membership incurred would be reimbursed by the Bank.
Conveyance & Telephone	: As per the Bank's Policy.

Particulars	Amount
Personal Insurance	: Shall be covered under the Group Savings Linked Insurance Scheme (GSLI) and the Personal Accident Policy as per the Bank's Rules.
Newspapers & Periodicals	: As per requirement.
Entertainment	: Expenditure on official entertainment would be on the Bank's account.
Utility Bills	: To be reimbursed at actuals up to a limit of ₹ 1,32,000 p.a.
Furnishing Allowance	: At actuals up to a limit of ₹ 15,00,000 over a period of three years.
Car	: As per the Bank's Policy.
Leave	: As per the Bank's Rule.
Stock Options	: Stock options as may be granted by the Nomination and Remuneration Committee, from time to time, subject to the approval of the RBI.
Variable Pay	: As approved by the Nomination and Remuneration Committee/Board subject to the approval of the RBI.
Loans	: Loan facilities to be provided as per the Bank's policy, at the rate of interest applicable to other employees.
Other terms	: As per the Bank's Staff Rules and as may be agreed by the Board, from time to time.

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

9. To consider, and if thought fit to, pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Section 35B and all other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of Axis Bank Limited (the “Bank”), approval of the Members of the Bank be and is hereby accorded to the revision in the remuneration by way of salary, allowances and perquisites payable to Shri Rajiv Anand (DIN 02541753), as the Executive Director (Retail Banking) of the Bank, for a period of one (1) year, with effect from 1st June 2018, detailed as under, subject to the approval of the RBI:

Particulars	Amount
Salary	: ₹ 1,64,84,000 p.a.
Leave Fare Concession	: ₹ 5,50,000 p.a.
Perquisites	
House Rent Allowance	: ₹ 54,39,720 p.a. (in lieu of Bank's owned / leased accommodation)
Residence	: Leased accommodation to be provided by the Bank.
Provident Fund	: 12% of basic pay with equal contribution by the Bank or as may be decided upon by the Board/Trustees, from time to time.
Gratuity	: One month's salary for each completed year of service or part thereof (on a pro-rata basis)
Superannuation	: 10% of basic pay p.a.
Travelling Allowances	: As per Bank's Policy.
Medical benefits	: (i) Group mediclaim facility as available to the other employees of the Bank. (ii) Reimbursement of full medical expenses for self and family.
Club fees	: Membership of two clubs (excluding life membership fees). All official expenses in connection with such membership incurred would be reimbursed by the Bank.
Conveyance & Telephone	: As per the Bank's Policy.

Particulars	Amount
Personal Insurance	: Shall be covered under the Group Savings Linked Insurance Scheme (GSLI) and the Personal Accident Policy as per the Bank's Rules.
Newspapers & Periodical	: As per requirement.
Entertainment	: Expenditure on official entertainment would be on the Bank's account.
Utility Bills	: To be reimbursed at actuals up to a limit of ₹ 1,32,000 p.a.
Furnishing Allowance	: At actual up to a limit of ₹ 15,00,000 over a period of three years.
Car	: As per the Bank's Policy.
Leave	: As per the Bank's Rule.
Employees Stock Options (ESOP)	: Stock options as may be granted by the Nomination and Remuneration Committee from time to time, subject to the approval of the RBI.
Variable Pay	: As approved by the Nomination and Remuneration Committee/ Board, subject to the approval of the RBI.
Loans	: Loan facilities to be provided as per the Bank's Policy, at the rate of interest applicable to other employees.
Other terms	: As per the Bank's Staff Rules and as may be agreed by the Board, from time to time.

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

10. To consider, and if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Section 35B and all other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“**RBI**”), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of Axis Bank Limited (the “**Bank**”), approval of the Members of the Bank be and is hereby accorded to the revision in the remuneration by way of salary, allowances and perquisites payable to Shri Rajesh Dahiya (DIN 07508488), as the Executive Director (Corporate Centre) of the Bank, for a period of one (1) year, with effect from 1st June 2018, detailed as under, subject to the approval of the RBI:

Particulars	Amount
Salary	: ₹ 1,46,50,000 p.a.
Leave Fare Concession	: ₹ 5,50,000 p.a.
Perquisites	
House Rent Allowance	: ₹ 48,34,500 p.a. (in lieu of Bank's owned /leased accommodation)
Residence	: Leased accommodation to be provided by the Bank.
Provident Fund	: 12% of basic pay with equal contribution by the Bank or as may be decided upon by the Board/Trustees from time to time.
Gratuity	: One month's salary for each completed year of service or part thereof (on a pro-rata basis).
Superannuation	: 10% of basic pay p.a.
Travelling Allowances	: As per the Bank's Policy.
Medical benefits	: (i) Group mediclaim facility as available to the other employees of the Bank. (ii) Reimbursement of full medical expenses for self and family.
Club fees	: Membership of two clubs (excluding life membership fees). All official expenses in connection with such membership incurred would be reimbursed by the Bank.
Conveyance & Telephone	: As per the Bank's Policy.

Particulars	Amount
Personal Insurance	: Shall be covered under the Group Savings Linked Insurance Scheme (GSLI) and the Personal Accident Policy as per the Bank's Rules.
Newspapers & Periodical	: As per requirement.
Entertainment	: Expenditure on official entertainment would be on the Bank's account.
Utility Bills	: To be reimbursed at actuals up to a limit of ₹ 1,32,000 p.a.
Furnishing Allowance	: At actual up to a limit of ₹ 15,00,000 over a period of three years.
Car	: As per the Bank's Policy.
Leave	: As per the Bank's Rule.
Employees Stock Options (ESOP)	: Stock options as may be granted by the Nomination and Remuneration Committee, from time to time, subject to the approval of the RBI.
Variable Pay	: As approved by the Nomination and Remuneration Committee/ Board, subject to the approval of the RBI.
Loans	: Loan facilities to be provided as per the Bank's Policy, at the rate of interest applicable to other employees.
Other terms	: As per the Bank's Staff Rules and as may be agreed by the Board, from time to time.

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

11. To consider, and if thought fit to, pass with or without modification(s), the following resolution, as a **Special Resolution:**

“RESOLVED THAT in supersession of the resolution passed by the Members of Axis Bank Limited (the **“Bank”**) at the Twenty First Annual General Meeting of the Bank held on 24th July 2015, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the relevant provisions of the Memorandum of Association and Articles of Association of the Bank, approval of the Members of the Bank be and is hereby accorded to the borrowings by the Bank, from time to time, of all money deemed by them to be requisite or proper for the purpose of carrying on the business of the Bank, provided however, that apart from deposits of money accepted from public in the ordinary course of its business, temporary loans repayable on demand or within six months from the date of the loan, if any, obtained from the Bank's bankers, the total amount of such borrowings outstanding at any time shall not exceed ₹ 200,000 crore (Rupees Two Hundred Thousand crore only) notwithstanding that the money to be borrowed together with the money already borrowed by the Bank will exceed the aggregate of its paid-up share capital, free reserves and securities premium.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Committee of the Board of Director(s), and/or Managing Director, and/or Deputy Managing Director, and /or any other officer(s) of the Bank, to give effect to this Resolution.”

12. To consider, and if thought fit to, pass with or without modification(s), the following resolution, as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 42 and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (**“RBI”**) and/or the Securities and Exchange Board of India, in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the relevant provisions of the Memorandum of Association and the Articles of Association of Axis Bank Limited (the **“Bank”**) and subject to receipt of such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), approval of the Members of the Bank be and is hereby accorded for borrowing/raising of funds denominated in Indian rupees or any other permitted foreign currency, by issue of debt securities including, but not limited to, long term bonds, green bonds, non-convertible debentures, perpetual debt instruments and Tier II Capital Bonds or such other debt securities as may be permitted under the RBI guidelines, from time to time, on a private placement basis and/

or for making offers and/or invitations thereof, and/or issue(s)/ issuances thereof, on a private placement basis, for a period of one (1) year from the date hereof, in one (1) or more tranches and/ or series and/ or under one (1) or more shelf disclosure documents and/ or one (1) or more letters of offer, and on such terms and conditions for each series/ tranches, including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board of Directors of the Bank (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), as per the structure and within the limits permitted by the RBI, upto an amount of ₹ 35,000 crore (Rupees Thirty Five Thousand crore only) in domestic and/ or overseas market, within the overall borrowing limits of the Bank.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate, modify, finalize the terms and conditions of the said debt instruments and execute all such agreements, documents, instruments and writings as deemed necessary, including, the private placement offer letter, information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required in connection with the offering(s), issuance(s) and/ or allotment(s) of the said debt instruments on a private placement basis, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit, and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Committee of the Board of Director(s), and/or Managing Director, and/or Deputy Managing Director, and /or any other officer(s) of the Bank, to give effect to this Resolution.”

By Order of the Board

Place: Mumbai
Date: 16th May 2018

Girish V. Koliyote
Company Secretary
ACS - 14285

Axis Bank Limited

CIN: L65110GJ1993PLC020769

Registered Office:

‘Trishul’, 3rd Floor, Opp. Samartheshwar Temple,
Law Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat.

Website: www.axisbank.com

Phone No. : +91 – 79 – 6630 6161

Fax No. : +91 – 79 – 2640 9321

Email: shareholders@axisbank.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE BANK. THE INSTRUMENTS APPOINTING PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE BANK NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Registered Office of the Bank a certified copy of the latest Board Resolution authorizing their representative to attend and vote at the Meeting on their behalf.
3. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
4. A person appointed as Proxy shall act on behalf of not more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Bank carrying voting rights. However, a Member holding more than 10% of the total share capital of the Bank carrying voting rights may appoint a single person as a Proxy and such Person shall not act as a Proxy for any other Person or Member.
5. Proxy in prescribed Form No. MGT-11, is enclosed herewith.
6. The Attendance at the Meeting will be regulated through the Attendance Slip and the same will be verified with the records maintained with the Bank. Members who hold shares in dematerialised form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the Attendance Slip to facilitate their identification at the Meeting.
7. The relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013, as amended (the "**Companies Act**") in respect of item Nos. 5 to 12 of this Notice is annexed herewith.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Bank will remain closed from **Saturday, 2nd June 2018 to Wednesday, 20th June 2018 (both days inclusive)**, for the purpose of annual general meeting.
9. Members holding shares in physical form are requested to notify any change in their address, if any, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Hyderabad (Karvy) at their address mentioned below or to the Registered Office of the Bank, quoting your Folio number(s).
10. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their Bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP). Any changes effected by the DP will be automatically reflected in the record maintained by the Depositories.
11. Members may avail of the Nomination facility available under Section 72 of the Companies Act, 2013. The relevant Nomination Form can be downloaded from the website of the Bank or Members may write to the Bank at its Registered Office, for the same.
12. Members seeking any information with regard to the financial statements of the Bank are requested to write to the Bank at its Registered Office at an early date to enable the Management to clarify the same at the Meeting.
13. SEBI vide its circular dated 20th April 2018 has made it mandatory for the Bank to collect copy of Income Tax Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form. Accordingly, all Shareholders holding shares in physical form are requested to submit to Karvy, the said documents duly attested.
14. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Bank will be sent by e-mail to those Members who have registered their email address with their DP (in case of electronic shareholding) or with Karvy (in case of physical shareholding).

We, therefore request the Members to register their email ID with their DP (in case of electronic shareholding) or with Karvy (in case of physical shareholding) mentioning your demat account / Folio no(s).

However, in case you wish to receive the above documents in physical form, you may write to Karvy at the address mentioned below or send an email to axisgogreen@karvy.com, mentioning your demat account details / Folio no(s) to enable Karvy to record your decision and arrange to send the said documents to your registered address, free of cost.

15. The Shareholders may write to the Company Secretary at the Registered Office or to Karvy regarding transfer of shares held in physical form or for conveying their grievances, if any, at below mentioned addresses:

Axis Bank Limited

CIN: L65110GJ1993PLC020769

Registered Office:

'Trishul', 3rd Floor,
Opp. Samaratheshwar Temple,
Law Garden, Ellisbridge,
Ahmedabad – 380 006, Gujarat.
Website: www.axisbank.com
Phone No. : +91-79-6630 6161
Fax No. : +91-79-2640 9321
Email: shareholders@axisbank.com

Karvy Computershare Private Limited

Unit: Axis Bank Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032.
Phone No. : 1800-345-4001 /+91-40-6716 2222
Fax No. : +91-40 – 2300 1153
Email: einward.ris@karvy.com

Contact Persons:

Shri M.R.V.Subrahmanyam, General Manager (RIS)
Smt. Varalakshmi, Assistant General Manager (RIS)
Shri G. Vasanth Rao Chowdhari, Manager (RIS)

16. Remote E-Voting:

- I. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Bank is pleased to provide remote e-voting facility through Karvy, to enable its Members to cast their votes electronically on all the items as set out in this Notice. Remote e-voting is optional.
- II. The Bank has appointed Shri Nimai G. Shah (Membership No. 100932) Partner, Chandabhoy & Jassoobhoy, Chartered Accountants or failing him Shri Gautam N. Shah (Membership No. 012679) Partner, Chandabhoy & Jassoobhoy, Chartered Accountants as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- III. The voting rights of the shareholders shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Bank as on the cut-off date viz. **Wednesday, 13th June 2018**, subject to the provisions of Section 12 of the Banking Regulation Act, 1949 and RBI Circular No. 97/16.13.100/2015-16 dated 12th May 2016.
- IV. A person who is not a Member as on the said cut-off date, will not be entitled to vote and should treat this Notice, for information purpose only.
- V. The instructions for remote e-voting, are as under:

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

- (i) Enter the login credentials (i.e., User ID & Password) mentioned in the e-mail, your Folio No. / DP ID & Client ID will be your USER ID. Please note that the password is an initial password.
- (ii) Use the following URL for remote e-voting:

From Karvy website: <http://evoting.karvy.com>
- (iii) Shareholders of the Bank holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- (iv) Enter the login credentials. Your Folio No/DP ID & Client ID will be your user ID.
- (v) After entering the details appropriately, click on LOGIN.
- (vi) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case

(a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile number, email ID etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) You need to login again with the new credentials.
- (viii) On successful login, the system will prompt you to select the EVENT i.e., Axis Bank Limited.
- (ix) On the voting page, enter the number of shares as on the said cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially any number in AGAINST but the total number in FOR/AGAINST taken together should not exceed your total shareholding, as on the said cut-off date. You may also choose the option ABSTAIN.
- (x) Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- (xi) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.
- (xii) Once the vote on the Resolution is cast by the Shareholder, he shall not be allowed to change it subsequently.
- (xiii) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cnjabd@vsnl.net with a copy marked to evoting@karvy.com on or before **Tuesday, 19th June 2018**.
- (xiv) The remote e-voting period shall commence on **Saturday, 16th June 2018** (9:00 A.M.) and will end on **Tuesday, 19th June 2018** (5:00 P.M.). During this period Shareholders' of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, 13th June 2018**, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a Resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. Further, the Shareholders who have cast their vote electronically may also attend the Meeting, however they shall not be able to vote again at the Meeting.
- (xv) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting User Manual for Shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Private Limited at Tel No. 1 800 345 4001 (toll free).

● **In case of Members receiving Notice by Post/Courier:**

- (i) Initial password is provided, as below, in the attendance slip of the Meeting.

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow the steps stated at serial Nos. V (ii) to V (xv) above, to cast your vote by electronic means.

- VI. Voting will also be conducted after conclusion of the Meeting by way of Poll, to enable any Shareholder who has not cast their vote through remote e-voting, in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
- VII. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Bank and submit not later than 48 hours of the conclusion of the Meeting i.e. not later than **Friday, 22nd June 2018**,

a Consolidated Scrutinizer's Report of the total votes cast in favor and against, if any, to any one of the Directors duly authorized by the Board, who shall countersign the same.

- VIII. The Results declared along with the Scrutinizer's Report will be communicated to the Stock Exchanges immediately after the said Results are declared by any one of the Directors duly authorized by the Board in this regard, not later than **Friday, 22nd June 2018** and will be uploaded on the Bank's website i.e. www.axisbank.com and Karvy's website i.e. www.karvycomputershare.com. The Results will also be displayed at the Registered and Corporate Offices of the Bank in accordance with the Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India.
17. All documents referred to in this Notice and the Explanatory Statements setting out material facts in respect of the item nos. 5 to 12 of the Notice and other Statutory Registers are open for inspection by the Members at the Registered Office of the Bank from 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays, Public Holidays and National Holidays, from the date hereof upto and including the date of this Meeting.
18. Route Map for the venue of the Meeting is attached herewith, for your ready reference.

By Order of the Board

Place: Mumbai
Date: 16th May 2018

Girish V. Koliyote
Company Secretary
ACS - 14285

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESS AS SET OUT IN ITEMS NOS. 5 TO 12 OF THIS NOTICE

The following explanatory statement contains the material facts relating to the Special Businesses, as set out in this Notice.

ITEM NO. 5:

Pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) of the Board of Directors of the Bank, the Board of Directors of the Bank approved the appointment of Shri Stephen Pagliuca as an Additional Non-Executive (Nominee) Director of the Bank (as a Nominee of entities affiliated to Bain Capital), for a period of four (4) consecutive years, w.e.f. 19th December 2017. The said appointment was made pursuant to the nomination received from BC Asia Investments VII Limited, Integral Investments South Asia IV and BC Asia Investment III Limited, who were allotted equity shares and convertible warrants of the Bank on a preferential basis. Under Section 161 of the Companies Act, 2013, read with Article 91 of the Articles of Association of the Bank, he continues to hold office as an Additional Non-Executive (Nominee) Director of the Bank, until the conclusion of the ensuing Annual General Meeting.

The NRC at its Meeting held on 25th April 2018 had determined that Shri Stephen Pagliuca is a fit and proper person to be appointed as a Director of the Bank, as per the norms prescribed by the Reserve Bank of India ("RBI"), and that he fulfils the conditions specified in the Companies Act, 2013 and the relevant Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") and other rules, guidelines and circulars issued by the RBI, in this regard, from time to time.

The brief profile of Shri Stephen Pagliuca, in terms of the Regulation 36 (3) of the Listing Regulations and the Secretarial Standard on General Meeting (**SS-2**) issued by the Institute of Company Secretaries of India, and details of his remuneration, have been provided as **Annexure 1** to this Notice.

Shri Stephen Pagliuca does not hold any equity shares in the Bank. Shri Stephen Pagliuca is not related to any other Directors or Key Managerial Personnel of the Bank.

Shri Stephen Pagliuca, if appointed, shall not be liable to retire by rotation during the said period. He will be paid sitting fees and profit related commission as approved by the Board and Members, from time to time and within the limits as prescribed under the Companies Act, 2013, the Banking Regulation Act, 1949 and in terms of the Guidelines issued by RBI, in this regard, from time to time.

The Board recommends the passing of the resolution, as set out in Item No.5 of this Notice.

Except for Shri Stephen Pagliuca and his relatives, none of the other Directors and the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in Item No. 5 of this Notice.

ITEM NO. 6:

Dr. Sanjiv Misra was appointed as an Independent Director of Axis Bank Limited ("**Bank**"), with effect from 12th May 2016 and thereafter as the Non-Executive (Part-Time) Chairman of the Bank for a period of three (3) years, with effect from 18th July 2016, in terms of the approval granted by the Reserve Bank of India ("**RBI**") and the Members of the Bank.

Dr. Sanjiv Misra has contributed immensely during the deliberations at the meetings of the Board and the Committee held during the year under reference where he is a Member. He has introduced significant measures to enhance standards of governance at the Bank. He brings to the Board his rich experience and insights. The Bank continues to benefit immensely from his leadership and guidance.

Taking into account the profits of the Bank for the financial year ended 31st March 2018, the Nomination and Remuneration Committee (NRC) of the Board of Directors of the Bank, at its meeting held on 25th April 2018, reviewed the remuneration being paid to Dr. Sanjiv Misra as the Non-Executive (Part-time) Chairman of the Bank, and decided to keep his remuneration unchanged and recommended the same for the approval of the Board.

The Board of Directors of the Bank at its meeting held on 26th April 2018, accepted the said recommendation made by NRC and approved the remuneration payable to Dr. Sanjiv Misra as the Non-Executive (Part-time) Chairman of the Bank, for a period of one (1) year, with effect from 18th July 2018, subject to the approval of the RBI and the Members of the Bank.

The brief profile of Dr. Sanjiv Misra, in terms of the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and details of his remuneration last drawn, have been provided as **Annexure 1** to this Notice. The details of his proposed remuneration have been set out in resolution no. 6 of this Notice.

Dr. Sanjiv Misra does not hold any equity share of the Bank. Dr. Sanjiv Misra is not related to any other Directors or Key Managerial Personnel of the Bank.

The Board recommends the passing of the resolution as set out in Item No. 6 of this Notice.

Except for Dr. Sanjiv Misra and his relatives, none of the other Directors and Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in Item No. 6 of this Notice.

ITEM NO. 7

The current term of Smt. Shikha Sharma, Managing Director & CEO of the Bank is due to expire on 31st May 2018.

Accordingly, as part of the succession planning process of the Bank, the Nomination and Remuneration Committee (NRC) of the Board of Directors of the Bank at its meeting held on 7th December 2017, taking into account the leadership and strategic direction provided by Smt. Shikha Sharma in driving the growth and profitability of the Bank in a complex environment and the overall performance of the Bank, had considered and approved her re-appointment as the Managing Director & CEO of the Bank, for a further period of 3 years, w.e.f. 1st June 2018 up to 31st May 2021 (both days inclusive) and the terms and conditions relating to the said re-appointment, including remuneration and recommended the same for the approval of the Board.

Pursuant to the said recommendation, the Board Directors of the Bank at its meeting held on 7th December 2017, had considered and approved the said re-appointment and the terms and conditions in respect thereof, including remuneration, subject to the approval of the RBI and the Shareholders of the Bank.

At the meeting of the Board of Directors held on 9th April 2018, Smt. Shikha Sharma requested the Board that the period of her re-appointment as the Managing Director & CEO of the Bank be revised from 1st June 2018 up to 31st December 2018. The Board considered her request and approved her re-appointment as the Managing Director & CEO of the Bank from 1st June 2018 up to 31st December 2018 (both days inclusive) and the terms and conditions relating to the said re-appointment, including remuneration, subject to approval of the RBI and the Shareholders of the Bank, which would also enable the Bank to manage the transition period and ensure orderly succession for the said post. The RBI has granted its approval to the said re-appointment and the terms and conditions in respect thereof, including remuneration.

The NRC, at its meeting held on 16th May 2018, reviewed the remuneration being paid to Smt. Shikha Sharma as the Managing Director & CEO of the Bank, in comparison with the remuneration of CEOs of peer group Banks and recommended a revision in her remuneration for the period from 1st June 2018 upto 31st December 2018 (both days inclusive), for the approval of the Board.

Pursuant to the said recommendation, the Board at its meeting held on 16th May 2018 approved the revision in the remuneration by way of salary, allowances and perquisites payable to Smt. Shikha Sharma as the Managing Director & CEO of the Bank, for the period from 1st June 2018 up to 31st December 2018 (both days inclusive), subject to the approval of the RBI and the Shareholders of the Bank.

The brief profile of Smt. Shikha Sharma, in terms of the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and details of her remuneration last drawn, have been provided as **Annexure 1** to this Notice. The details of her proposed remuneration have been mentioned in Resolution no. 7 of this Notice.

Smt. Shikha Sharma held 5,75,000 equity shares of ₹ 2/- each of the Bank as on 31st March 2018, allotted to her under the various employee stock option scheme(s) of the Bank. Smt. Shikha Sharma is not related to any other Directors or Key Managerial Personnel of the Bank.

The Board recommends the passing of the resolution, as set out in Item No. 7 of this Notice.

Except for Smt. Shikha Sharma and her relatives, none of the other Directors and the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution, as set out in Item No. 7 of this Notice.

ITEM NO. 8

Shri V. Srinivasan was appointed as the Deputy Managing Director of the Bank for a period of three years w.e.f. 21st December 2015, in terms of the approval granted by the RBI and the Members of the Bank.

During the year ended 31st March 2018, under the leadership of Shri V. Srinivasan, the Bank has shown growth in advances and net interest income. Shri V. Srinivasan has demonstrated his ability to take up higher responsibilities. Shri V. Srinivasan is presently

heading the Corporate Banking Portfolio of the Bank which comprises of Corporate Credit, Treasury & Markets, Small and Medium Enterprise, Business Economic Research, Information Technology & Chief Information Officer, Transaction Banking & International Retail Department, Financial Institution Group, Corporate Client Coverage Group, Strategic Client Coverage Group, Strategic Initiative Group, Structured Finance Group & Stressed Assets, Government Coverage Group, New Economy Group, International Banking, Investor Relations, Finance & Accounts, Business Intelligence Unit, Strategy & New Initiatives.

In light of the above, the Nomination and Remuneration Committee (NRC) of the Board of Directors of the Bank at its meeting held on 16th May 2018, reviewed the remuneration being paid to Shri V. Srinivasan as the Deputy Managing Director of the Bank in comparison with the remuneration of Executive Directors of peer group banks and recommended a revision in his remuneration, for the approval of the Board.

Pursuant to the said recommendation of the NRC, the Board of Directors of the Bank at its meeting held on 16th May 2018, considered and approved the revision in the remuneration by way of salary, allowance and perquisites payable to Shri V. Srinivasan as the Deputy Managing Director of the Bank, with effect from 1st June, 2018, subject to the approval of the Members of the Bank and the RBI.

The brief profile of Shri V. Srinivasan, in terms of the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and details of his remuneration last drawn, have been provided as **Annexure 1** to this Notice. The details of his proposed remuneration have been mentioned in resolution no. 8 of this Notice.

Shri V. Srinivasan held 14,00,000 equity shares of ₹ 2/- each of the Bank as on 31st March 2018, allotted to him under the various employee stock option scheme(s) of the Bank. Shri V. Srinivasan is not related to any other Directors or Key Managerial Personnel of the Bank.

The Board recommends the passing of the resolution, as set out in Item No. 8 of this Notice.

Except for Shri V. Srinivasan and his relatives, none of the other Directors and Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution, as set out in Item No. 8 of this Notice.

ITEM NO. 9

Shri Rajiv Anand was appointed as the Executive Director (Retail Banking) of the Bank, for a period of three (3) years, with effect from 4th August 2016, in terms of the approval granted by the RBI and the Members of the Bank.

During the year ended 31st March 2018, under the leadership of Shri Rajiv Anand, there has been a rapid growth in the Retail businesses of the Bank. Shri Rajiv Anand is presently heading the Retail Banking Portfolio of the Bank, which comprises of Retail Lending, Cards & Acquiring, Branch Banking, Digital Banking & Customer Experience, Marketing, Affluent & NRI Business, Retail Liabilities and Investment Products, Digital Circle and BBPAG.

In view of the above, the Nomination and Remuneration Committee (NRC) of the Board of Directors of the Bank at its meeting held 16th May 2018, reviewed the remuneration being paid to Shri Rajiv Anand as the Executive Director (Retail Banking) of the Bank in comparison with the remuneration of Executive Directors of peer group banks and recommended a revision in his remuneration, for the approval of the Board.

Pursuant to the said recommendation of the NRC, the Board of Directors of the Bank at its meeting held on 16th May 2018, considered and approved the revision in the remuneration by way of salary, allowance and perquisites payable to Shri Rajiv Anand as the Executive Director (Retail Banking) of the Bank, for a period of one year, with effect from 1st June, 2018, subject to the approval of the Members of the Bank and the RBI.

The brief profile of Shri Rajiv Anand, in terms of the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, and details of his remuneration last drawn, have been provided as **Annexure 1** to this Notice. The details of his proposed remuneration have been mentioned in resolution no. 9 of this Notice.

Shri Rajiv Anand held 5,00,500 equity shares of ₹ 2/- each of the Bank as on 31st March 2018, allotted to him under various employee stock option scheme(s) of the Bank. Shri Rajiv Anand is not related to any other Directors or Key Managerial Personnel of the Bank.

The Board recommends passing of the resolution, as set out in Item No. 9 of this Notice.

Except for Shri Rajiv Anand and his relatives, none of the other Directors and the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution, as set out in Item No. 9 of this Notice.

ITEM NO. 10

Shri Rajesh Dahiya was appointed as the Executive Director (Corporate Centre) of the Bank, for a period of three (3) years, with effect from 4th August 2016, in terms of the approval granted by the RBI and the Members of the Bank.

During the year ended 31st March 2018, Shri Rajesh Dahiya, effectively managed the broader role as Head - Corporate Centre and the set of diverse Portfolios which included Internal Audit, Human Resources, Compliance, Company Secretary, Corporate Affairs, Administration, Corporate Real Estate Services, Chief Business Relations Officer (CBRO), Financial Crime Management, Law and Retail & Wholesale Banking Operations. In addition, he also oversees the functioning of the Axis Bank Foundation.

In view of the above, the Nomination and Remuneration Committee (NRC) of the Board of Directors of the Bank at its meeting held on 16th May 2018, reviewed the remuneration being paid to Shri Rajesh Dahiya as the Executive Director (Corporate Centre) of the Bank in comparison with the remuneration of Executive Directors of peer group banks and recommended a revision in his remuneration, for the approval of the Board.

Pursuant to the said recommendation of the NRC, the Board of Directors of the Bank at its meeting held on 16th May 2018, considered and approved the revision in the remuneration by way of salary, allowance and perquisites payable to Shri Rajesh Dahiya as the Executive Director (Corporate Centre) of the Bank, for a period of one year, with effect from 1st June 2018, subject to the approval of the Members of the Bank and the RBI.

The brief profile of Shri Rajesh Dahiya, in terms of the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and details of his remuneration last drawn, have been provided as **Annexure 1** to this Notice. The details of his proposed remuneration have been mentioned in resolution no.10 of this Notice.

Shri Rajesh Dahiya held 6,000 equity shares of ₹ 2/- each of the Bank, as on 31st March 2018, allotted to him under the various employee stock option scheme(s) of the Bank. Shri Rajesh Dahiya is not related to any other Directors or Key Managerial Personnel of the Bank.

The Board recommends passing of the resolution, as set out in Item No 10 of this Notice.

Except for Shri Rajesh Dahiya and his relatives, none of the other Directors and Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution, as set out in Item No. 10 of this Notice.

ITEM NO. 11

The Members at the 21st Annual General Meeting of Axis Bank Limited ("**Bank**") held on 24th July 2015 had approved the borrowing of sums in excess of its paid-up capital, free reserves and securities premium account not exceeding ₹ 1,50,000 crore under Section 180 (1)(c) of the Companies Act, 2013 and Article 54 of the Articles of Association of the Bank.

The balance sheet size and net worth of the Bank have increased significantly since the last revision of the borrowing limit on 24th July 2015. Considering the substantial growth in business and operations of the Bank and present and future requirements, approval of the Members is being sought to increase the limit from ₹ 1,50,000 crore to ₹ 200,000 crore, for borrowings (apart from deposits of money accepted from public in the ordinary course of its business, temporary loans repayable on demand or within six months from the date of the loan, if any, obtained from the Bank's bankers) by the Bank, from time to time, under Section 180(1)(c) of the Companies Act, 2013 and Article 54 of the Articles of Association of the Bank. The Board of Directors of the Bank at its meeting held on 26th April 2018 has approved this proposal, subject to the approval of the Members of the Bank by way of a special resolution, under Section 180(1)(c) of the Companies Act, 2013.

The Board recommends passing of the special resolution, as set out in Item No. 11 of this Notice.

None of the Directors and the Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the special resolution, as set out in Item No. 11 of this Notice.

ITEM NO. 12

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can issue securities, including but not limited to non-convertible debentures ("**NCDs**"), on a private placement basis, subject to the condition that the proposed offer of debt securities or invitation to subscribe to debt securities has been previously approved by the Members of the company, by means of a special resolution, for each of the offers or invitations. It further provides that in case of an offer or invitation for NCDs, it shall be sufficient if the company passes a special resolution only once in a year for all offer(s) or invitation(s) for issue of such NCDs on a private placement basis, during the period of one (1) year, from the date of passing of such special resolution.

Keeping in view the projections of the Bank in domestic and overseas operations, the Bank may need to raise additional funds in one or more tranches in Indian as well as overseas market in the form of capital to maintain the desired capital to risk weighted assets ratio (CRAR) by issue of debt securities denominated in Indian rupees or any other permitted foreign currency (including but not limited to long term bonds, green bonds, masala bonds, non-convertible debentures, perpetual debt instruments and Tier II capital bonds or such other debt securities as may be permitted under the Reserve Bank of India ("**RBI**") guidelines from time to time), on a private placement basis and/or for making offers and/or invitations thereof and /or issue(s)/ issuances thereof, on a private placement basis, during the period of one (1) year, from the date of passing of the special resolution.

Considering the above, the Board of Directors of the Bank at its meeting held on 27th April 2018 has proposed to obtain the consent of the Members of the Bank for borrowing/raising funds in Indian currency/ foreign currency by issue of debt securities (including, but not limited to, long term bonds, green bonds, masala bonds, non-convertible debentures, perpetual debt instruments and Tier II capital bonds or such other debt securities as may be permitted under the RBI guidelines, from time to time) in domestic and/ or overseas market, in one (1) or more tranches as per the structure and within the limits permitted by the RBI and other regulatory authorities to eligible investors of an amount not exceeding ₹ 35,000 crore, on a private placement basis, during a period of one (1) year from the date of passing of the special resolution. The said debt securities would be issued by the Bank in accordance with the applicable statutory guidelines, for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions, rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the domestic or overseas market, investor appetite for such instruments etc., as would be approved by the Board or Committee of the Board. The said limit of ₹ 35,000 crore shall be within the overall borrowing limit of ₹ 200,000 crore as may be approved by the Members of the Bank, under Section 180(1)(c) of the Companies Act, 2013 as set out in Item No. 11 of this Notice.

The Board recommends passing of the special resolution, as set out in Item No.12 of this Notice.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are in any way financially or otherwise concerned or interested in the passing of the special resolution, as set out in Item No. 12 of this Notice.

By Order of the Board

Girish V. Koliyote
Company Secretary
ACS - 14285

Place: Mumbai
Date: 16th May 2018

Axis Bank Limited
CIN: L65110GJ1993PLC020769

Registered Office:
'Trishul', 3rd Floor, Opp. Samaratheshwar Temple,
Law Garden, Ellisbridge, Ahmedabad – 380 006, Gujarat.
Website: www.axisbank.com
Phone No. : +91 – 79 – 6630 6161
Fax No. : +91 – 79 – 2640 9321
Email: shareholders@axisbank.com

ANNEXURE 1

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

Shri Stephen Pagliuca

Shri Stephen Pagliuca, 63 years, was appointed as an Additional Non-Executive (Nominee) Director of the Bank, with effect from 19th December 2017. Shri Pagliuca received a B.A. from Duke University and an M.B.A. from Harvard Business School.

Shri Pagliuca is Co-Chair of Bain Capital, a leading global private investment firm with approximately \$75 billion in assets under management. He also serves as the global head of Bain Capital Private Equity's technology, media, telecommunications and financial services vertical.

Since joining the firm in 1989, Shri Pagliuca has played a leading role in a wide spectrum of prominent technology, media, telecommunications and financial services businesses in which Bain Capital Private Equity has made investments. Prior to joining Bain Capital, Shri Pagliuca was at Bain & Company where he advised many Fortune 500 companies on business strategy and growth initiatives.

Shri Pagliuca is a Managing General Partner and co-owner of the Boston Celtics. He is also active in a number of charitable and civic activities. Shri Pagliuca attended 2 Board Meetings of the Bank during the financial year 2017-18. During the financial year 2017-18, Shri Pagliuca was paid ₹ 2 lacs as sitting fees for attending the said Board meetings.

The details of directorship held by Shri Stephen Pagliuca in other companies, as on 31st March 2018, are as under:

Sr. No.	Names of the Companies	Nature of interest
1.	Gartner Inc. (Delaware, USA)	Director
2.	TWCC Holdings Corp. (Virginia, USA)	Director
3.	Virgin Cruises Limited (Bermuda)	Director
4.	Bain Capital, LP (Delaware, USA)	Co-Chairman
5.	Bain Capital Private Equity, LP (Delaware, USA)	Managing Director

Dr. Sanjiv Misra

Dr. Sanjiv Misra, 70 years, was appointed as the Independent Director of the Bank with effect from 12th May 2016 and thereafter as the Non-Executive (Part-Time) Chairman of the Bank with effect from 18th July 2016. Dr. Sanjiv Misra graduated in Economics from St. Stephen's College, Delhi. He has a Master's degree in Economics from the Delhi School of Economics, a Master's degree in Public Administration from the Harvard Kennedy School, USA and a Ph. D from the Jawaharlal Nehru University, New Delhi. At Harvard University, he was designated as the Lucius N. Littauer Fellow of 1987, in recognition of exceptional academic strengths and leadership qualities.

Dr. Misra was a member of the Indian Administrative Service for over 35 years during which he held a wide range of key positions in the federal and state governments, including as Managing Director of the Gujarat Industrial Development Corporation and stints at senior levels in the Government of India in the Cabinet Office, the Ministry of Petroleum and the Ministry of Finance. He was a Secretary in the Ministry of Finance till his superannuation in 2008. Subsequently, he served as a Member of the 13th Finance Commission, a constitutional position with the rank of a Minister of State.

Dr. Misra has been a Member of the Advisory Council of the Asian Development Bank Institute, Tokyo. He was also a Member of the Committee on Fiscal Consolidation (Kelkar Committee) set up by the Finance Minister in August 2012 to chart out a road map for fiscal consolidation for the Indian economy. He is currently a Member of the Board of Governors of the Indian Council on Research in International Economic Relations (ICRIER), an internationally reputed think tank. Dr. Misra has several publications on policy issues to his credit.

Dr. Misra is a Member of the Risk Management Committee of Directors of the Bank. Dr. Misra attended 9 Board Meetings of the Bank during the financial year 2017-18. During the financial year 2017-18, Dr. Sanjiv Misra was paid ₹ 12 lacs sitting fees for attending

the meetings of the Board/Committee in addition to ₹ 1.83 Lacs paid towards profit related commission for the financial year 2016-17.

The details of the remuneration last drawn by Dr. Misra, (other than sitting fees and profit related commission) as approved by the Reserve Bank of India ("RBI") and the Members of the Bank, are as under:

Particulars	Amount
Remuneration	: ₹ 33,00,000 p.a.
Company Car	: Free use of Bank's car for official and private purposes.
Touring	: Travelling and official expenses to be borne by the Bank for Board functions as a Chairman.
Sitting Fees	: As payable to other Non-Executive Directors.

The details of directorship held by Dr. Sanjiv Misra in other companies, as on 31st March 2018, are as under:

Sr. No.	Names of the Companies	Nature of interest
1.	Akzo Nobel India Limited	Director
2.	Hindustan Unilever Limited	Director

The details of Membership in Board Committees held by Dr. Sanjiv Misra in other companies, as on 31st March 2018, are as under:

Sr. No.	Names of the Companies	Name of the Committee	Nature of interest
1.	Akzo Nobel India Limited	Audit Committee	Chairman
2.	Hindustan Unilever Limited	Audit Committee	Member

Smt. Shikha Sharma

Smt. Shikha Sharma, 59 years, is the Managing Director & CEO of Axis Bank, India's third largest private sector Bank. Smt. Sharma joined the Bank on 1st June 2009 as the Managing Director & CEO of the Bank. As a leader adept at managing change, she has led the Bank on a transformation journey from a primarily corporate lender to a Bank with a strong retail deposit franchise and balanced lending.

Smt. Sharma has done her B.A. (Hons.) in Economics and completed her Post Graduate Diploma in Business Management from the Indian Institute of Management, Ahmedabad. She has a Post Graduate Diploma in Software Technology from the National Centre for Software Technology, Mumbai.

Smt. Sharma has more than three decades of experience in the financial sector having begun her career with ICICI Ltd. in 1980. During her tenure with the ICICI Group, she was instrumental in setting up ICICI Securities. As Managing Director & CEO of ICICI Prudential Life Insurance Company Ltd., she led the company to become the No. 1 private sector Life Insurance Company in India.

Since 2009, under the leadership of Smt. Sharma as Managing Director & CEO, the Bank's balance sheet has grown 4 times, with a focus on granular advances and deposits. The Bank has expanded its branch network from 835 branches to 3,703 branches (including extension counters) as on 31st March 2018. Retail advances which were 20% of the book in March 2009 now stand at 46% of the book. Smt. Sharma has also focused on building the Bank's digital capabilities and the Bank is now recognized as a digital leader. The Bank has also established itself as a leader in debt capital markets, investment banking and is one of the large corporate lenders in the private sector. In recent years, the Bank is focusing towards building capabilities in transaction banking.

Led by Smt. Sharma, the Bank launched several new businesses. The credit cards business, launched in 2010 has a market share of 11%, ranked 4th in the industry, the broking business launched in 2011 ranks among the top 5 in number of unique customers traded and Axis Mutual Fund, launched in 2009 ranks among the top 10 mutual funds in India with a market share of over 3%. Axis Capital, the investment banking arm has maintained its leadership position on equity league table over the last decade.

During the financial years 2011-2017, Axis Bank Foundation, the Bank's CSR arm, reached out to more than a million participants taking them to a path of transformation, both economically and socially and is now committed to work with two million households by the year 2025.

As an acknowledgement of her efforts, Harvard Business School has published a case study on Managing Change at Axis Bank in 2013. Smt. Sharma's achievements in the financial sector have received wide recognition. She is a recipient of many business awards notably; she has featured in Fortune Magazine's list of The Most Powerful Women in Business Outside the US – 2017.

Under Smt. Sharma's leadership, the Bank has won several accolades: IDRBT Banking Technology Excellence Award 2016 - 2017 for Digital Banking among Large Banks, FICCI CSR Award 2016-17 in the Women Empowerment Category, Best Rewards Program for the third year in a row at the Loyalty Awards 2017, Best Investment Bank in India (won jointly by Axis Bank and Axis Capital) at the Finance Asia Country Awards 2017, Best Bank 2016 by Business India, Bank of the Year in India by the Banker Awards 2016, Socially Aware Corporate of the Year by Business Standard's Corporate Social Responsibility Awards 2016, Excellence in Corporate Social Responsibility by CII-ITC Sustainability Awards 2016, Best Digital Bank by the Business Today- KPMG survey 2016 and many more. The Bank has been ranked no. 1 arranger for rupee denominated bonds as per Bloomberg for 10 consecutive years. The Bank was also conferred the certificate of recognition for excellence in Corporate Governance by the Institute of Company Secretaries of India (ICSI), for the year 2015.

Smt. Sharma is the Chairperson of Axis Asset Management Company Ltd. and Axis Capital Ltd. She also chairs the CII's National Committee on Banking since 2015. She is a member of Visa's Senior Client Council, APCEMEA (Asia –Pacific, Central Europe, Middle East & Africa).

She was a member of the Reserve Bank of India ("RBI")'s Technical Advisory Committee, RBI's panel on Financial Inclusion, the Committee on Comprehensive Financial Services for Small Businesses and Low-Income Household etc. She has been the Co-Chairperson of FICCI's Banking & Financial Institutions Committee 2013-15.

As on 31st March 2018, Smt. Sharma is the Chairperson of the Committee of Whole-time Directors and the Review Committee of the Board. She is also a member of the Special Committee of the Board of Directors for Monitoring of Large Value Frauds, Committee of Directors, Risk Management Committee, Acquisitions, Divestments & Mergers Committee and IT Strategy Committee of Directors of the Bank. Smt. Shikha Sharma attended 9 Board Meetings of the Bank, during the financial year 2017-18.

The details of directorship held by Smt. Shikha Sharma in other companies, as on 31st March 2018, are as under:

Sr. No.	Names of the Companies	Nature of interest
1.	Axis Asset Management Company Limited	Chairperson
2.	Axis Capital Limited	Chairperson

Smt. Shikha Sharma is not a Member of any Board Committee in the said companies.

The details of the remuneration last drawn by Smt. Shikha Sharma, as approved by the Members of the Bank and the RBI are as under:

Salary	: ₹ 2,94,53,000 p.a.
House Rent allowance	: ₹ 98,24,000 p.a. (In lieu of Bank's owned/leased accommodation)

All other terms and conditions including perquisites and other allowances being paid to Smt. Shikha Sharma remain unchanged.

Shri V. Srinivasan

Shri V. Srinivasan, 53 years, joined the Bank on 7th September, 2009 as the Executive Director (Corporate Banking). Shri V. Srinivasan was appointed as the Deputy Managing Director of the Bank, w.e.f. 21st December 2015. Shri V. Srinivasan is an engineer from the College of Engineering, Anna University, Chennai and completed his Post Graduate Diploma in Business Management, from the Indian Institute of Management, Calcutta in 1990.

Shri V. Srinivasan has more than two decades of experience in the financial services industry and has worked in the areas of Corporate Banking, Investment Banking, Treasury and Foreign Exchange Management. He began his career in the financial service industry with ICICI Ltd., in its Merchant Banking Division in 1990. He was part of the start-up team of ICICI Securities and Finance Company Ltd. (I-Sec), the joint venture between ICICI Limited and J P Morgan and headed its Fixed Income business.

He has served on various Reserve Bank of India ("RBI") Committees such as the Technical Advisory Committee, Committee of Repos and Committee for STRIPS. He has also held the positions of Chairman, Fixed Income Money Market and Derivatives Association of India (FIMMDA) and Chairman, Primary Dealers Association of India (PDAI). Currently, he is a Member of CII National Council of

Services.

Shri V. Srinivasan is a member of the Committee of Directors, Committee of Whole Time Directors and IT Strategy Committee of the Board of Directors of the Bank. Shri V. Srinivasan attended 9 Board Meetings of the Bank, during the financial year 2017-18.

The details of directorship held by Shri V. Srinivasan in other companies, as on 31st March 2018, are as under:

Sr. No.	Names of the Companies	Nature of interest
1	Axis Trustee Services Limited	Chairman
2	Axis Finance Limited	Chairman
3	Axis Capital Limited	Director
4	Axis Private Equity Limited	Chairman
5	Axis Bank UK Limited	Chairman
6	A.TREDS Limited	Chairman

Shri V. Srinivasan is not a Member of any Board Committee in the said companies.

The details of the remuneration last drawn by Shri V. Srinivasan, as approved by the Members of the Bank and the RBI, are as under:

Salary	: ₹ 2,08,62,000 p.a.
House Rent allowance	: ₹ 52,14,000 p.a. (In lieu of Bank's owned/leased accommodation)

All other terms and conditions including perquisites and other allowances being paid to Shri V. Srinivasan remain unchanged.

Shri Rajiv Anand

Shri Rajiv Anand, 52 years, joined the Bank on 1st May 2013 from its asset management arm, Axis Asset Management Co. Ltd., where he was the Managing Director & CEO. He was appointed as the President (Retail Banking) and was elevated as the Group Executive (Retail Banking) in 2014. He was appointed as the Executive Director (Retail Banking) of the Bank, w.e.f. 4th August 2016. Shri Rajiv Anand is a Commerce graduate and a Chartered Accountant by qualification.

Over a career spanning more than 25 years, Shri Rajiv Anand has focused on various facets of the financial services industry having held key management positions at leading global financial institutions. He is widely recognized for his strengths in capital markets and successfully building new businesses to scale. He has led an award winning investment management team at the erstwhile Standard Chartered AMC. He was Business Standard Debt Fund Manager of the year in 2004.

As on 31st March 2018, Shri Rajiv Anand is a Member of the Customer Services Committee, Corporate Social Responsibility Committee, IT Strategy Committee and the Committee of Whole Time Directors of the Bank. Shri Rajiv Anand attended 9 Board Meetings of the Bank, during the financial year 2017-18.

The details of directorship held by Shri. Rajiv Anand in other companies, as on 31st March 2018, are as under:

Sr. No.	Names of the Companies	Nature of interest
1	National Payments Corporation of India	Director
2	Axis Securities Limited	Chairman

Shri Rajiv Anand is not a Member of any Board Committee in the said companies.

The details of the remuneration last drawn by Shri Rajiv Anand, as approved by the Members of the Bank and the RBI, are as under:

Salary	: ₹ 1,53,78,368 p.a.
House Rent allowance	: ₹ 50,74,861 p.a. (In lieu of Bank's owned/leased accommodation)

All other terms and conditions including perquisites and other allowances paid to Shri Rajiv Anand remain unchanged.

Shri Rajesh Dahiya

Shri Rajesh Dahiya, 50 years, joined the Bank on 1st June 2010. Before joining the Bank, he was associated with Tata Group for 20 years where he handled various responsibilities across functions such as Human Resources, Manufacturing, Exports, Distribution and Institutional Sales.

Shri Dahiya was appointed as the Executive Director (Corporate Centre) of the Bank, w.e.f. 4th August 2016. He is a qualified engineer with a Masters in Management from Punjab University.

As on 31st March 2018, Shri Rajesh Dahiya is a Member of the Stakeholders Relationship Committee, Special Committee for Monitoring of Large Value Frauds, Corporate Social Responsibility and Committee of Whole Time Directors of the Bank. Shri Rajesh Dahiya attended 9 Board Meetings of the Bank, during the financial year 2017-18.

The details of other directorship of Shri Rajesh Dahiya in other companies, as on 31st March 2018, are as under:

Sr. No.	Names of the Companies	Nature of interest
1	Axis Private Equity Limited	Director

Shri Rajesh Dahiya is not a Member of any Board Committee in the said company.

The details of the remuneration last drawn by Shri Rajesh Dahiya, as approved by the Members of the Bank and the RBI, are as under:

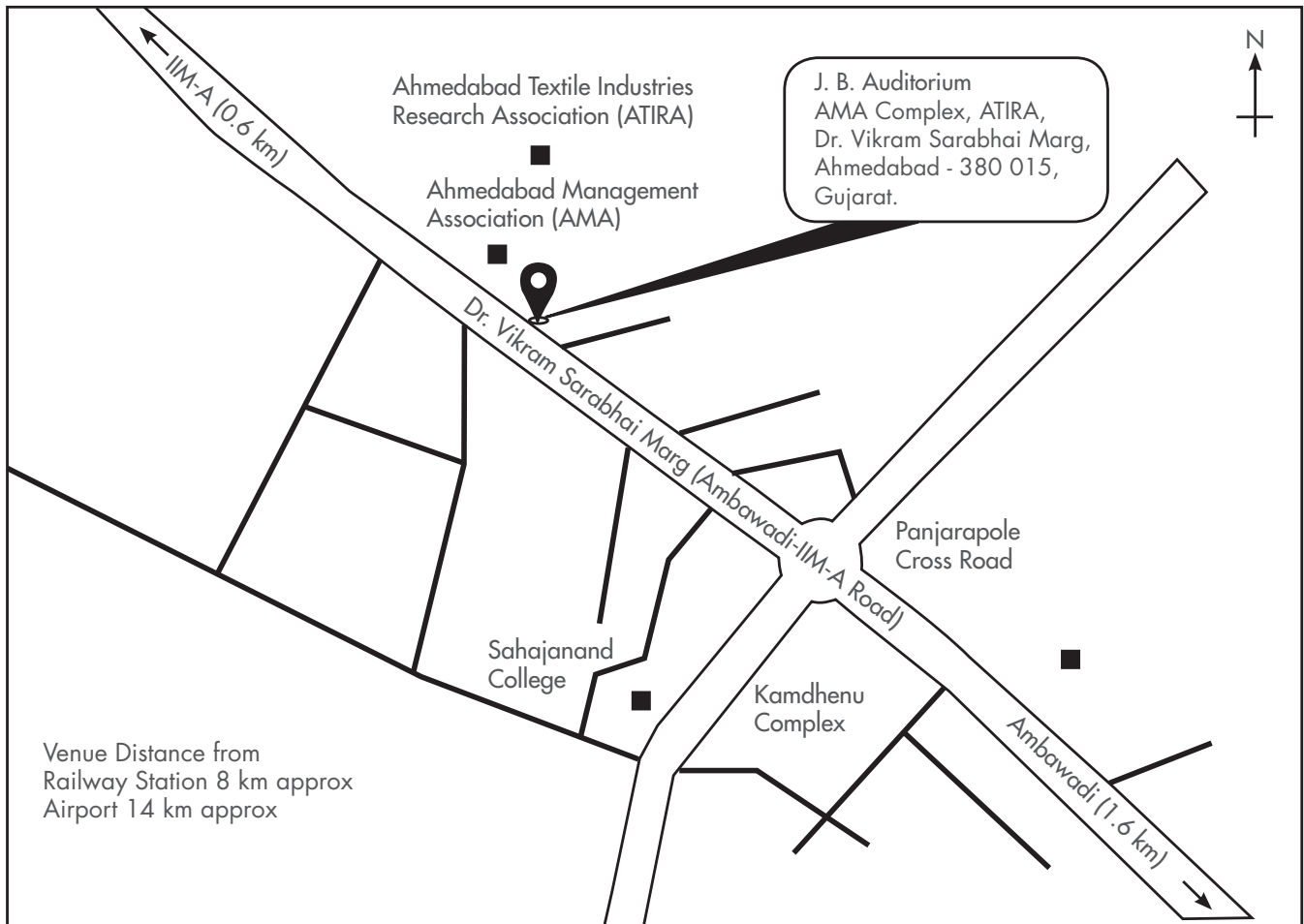
Salary	: ₹ 1,36,64,082 p.a.
House Rent allowance	: ₹ 45,09,147 p.a. (In lieu of Bank's owned/leased accommodation)

All other terms and conditions including perquisites and other allowances being paid to Shri Rajesh Dahiya remain unchanged.

ROUTE MAP TO THE VENUE OF THE AGM

Venue: J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat.

Landmark: Near Indian Institute of Management, Ahmedabad.





**Form No. MGT-11
Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014, as amended]

CIN	L65110GJ1993PLC020769
Name of the Company	Axis Bank Limited
Registered Office	'Trishul', 3 rd Floor, Opp. Samarsheshwar Temple, Law Garden, Ellisbridge, Ahmedabad – 380 006. Gujarat. Phone No.: +91-79-6630 6161; Fax No.: +91-79-2640 9321 Email Address: shareholders@axisbank.com; Website Address: www.axisbank.com
Name of the Shareholder(s):	
Registered Address:	
E-mail Address:	
Folio No. / Client ID:	DP ID:

I/We, being the holder(s) of equity shares of the above named company, hereby appoint

1. Name:	
Address:	
E-mail Address:	
Signature:	or failing him
2. Name:	
Address:	
E-mail Address:	
Signature:	or failing him
3. Name:	
Address:	
E-mail Address:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on **Wednesday, 20th June 2018 at 10.00 a.m.** at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380 015, Gujarat and at any adjournment(s) thereof, in respect of the resolution(s), as indicated below:

Sr. No.	Particulars of Resolutions	Sr. No.	Particulars of Resolutions
1.	To receive, consider and adopt : (a) the audited standalone financial statements of the Bank for the Financial Year ended 31 st March 2018 and the Reports of the Directors and the Auditors thereon; and (b) the audited consolidated financial statements for the Financial Year ended 31 st March 2018 and the Report of the Auditors thereon.	2.	Appointment of Director in place of Shri Rajiv Anand (DIN 02541753) who retires by rotation and being eligible, has offered himself for re-appointment.
3.	Appointment of Director in place of Shri Rajesh Dahiya (DIN 07508488), who retires by rotation and being eligible, has offered himself for re-appointment.	4.	Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, Mumbai, (Registration Number 103523W/W100048) as the Statutory Auditors of the Bank and to hold office as such from the conclusion of 24 th Annual General Meeting until the conclusion of 28 th Annual General Meeting and payment of remuneration as may be decided by the Audit Committee of the Board.

Sr. No.	Particulars of Resolutions	Sr. No.	Particulars of Resolutions
5.	Appointment of Shri Stephen Pagliuca as the Non – Executive (Nominee) Director of the Bank, for a period of 4 consecutive years, w.e.f. 19 th December 2017.	6.	Payment of remuneration to Dr. Sanjiv Misra (DIN 03075797) as the Non-Executive (Part-Time) Chairman of the Bank, for a period of one year, w.e.f. 18 th July 2018.
7.	Re-appointment of Smt. Shikha Sharma (DIN 00043265) as the Managing Director & CEO of the Bank, from 1 st June 2018 up to 31 st December 2018 (both days inclusive) and the terms and conditions relating to the said re-appointment, including remuneration.	8.	Revision in the remuneration payable to Shri V. Srinivasan (DIN 00033882) as the Deputy Managing Director of the Bank, w.e.f. 1 st June 2018.
9.	Revision in the remuneration payable to Shri Rajiv Anand (DIN 02541753) as the Executive Director (Retail Banking) of the Bank, for period of one year, w.e.f. 1 st June 2018.	10.	Revision in the remuneration payable to Shri Rajesh Dahiya (DIN 07508488) as the Executive Director (Corporate Centre) of the Bank, for period of one year, w.e.f. 1 st June 2018.
11.	Increase in the borrowing limits of the Bank upto ₹ 200,000 crore, under Section 180 (1) (c) of the Companies Act, 2013.	12.	Borrowing / Raising funds in Indian Currency / Foreign Currency by issue of Debt Securities including but not limited to long term bonds, green bonds, masala bonds, non-convertible debentures, perpetual debt instruments and Tier II capital bonds or such other debt securities as may be permitted under the RBI guidelines, from time to time, on a private placement basis, for an amount of upto ₹ 35,000 crore, during a period of one year, from the date of passing of this Resolution.

Signed this day of 2018.

Signature of Shareholder: _____

Signature of Proxy holder: _____



Note: This form of proxy in order to be effective should be duly stamped, signed, completed in all respects and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of this Annual General Meeting.