

### AXIS/CO/CS/367/2019-20

20th July 2019

Shri Kautuk Upashyay The Chief Manager (Listing Compliance) (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 Shri Khushru Balsara The Deputy General Manager (Listing) The Bombay Stock Exchange Limited Ist Floor, New Trading Ring, Rotunda Building P. J. Towers, Dalal Street Fort, Mumbai – 400 001

BSE Scrip Code: 532215

Dear Sir(s),

NSE Symbol : AXISBANK

### SUB: PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING OF AXIS BANK LIMITED AND VOTING RESULTS.

### REF: REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015.

Pursuant to the requirements of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the details of the proceedings of the 25<sup>th</sup> Annual General Meeting held today at 10.00 a.m. at H.T. Parekh Auditorium, AMA Complex, ATRIA, Dr. Vikaram Sarabhai Marg, Ahmedabad, Gujarat, 380 015 and that of the voting results in respect of all the resolutions as set out in the Notice dated 22<sup>nd</sup> May 2019, for your information and noting please.

Please note that the said voting results have been consolidated in respect of voting conducted through remote e-voting and ballot conducted at the said Annual General Meeting. We are pleased to inform you that all the said resolution(s) have been passed by the Shareholders with the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder. This shall be treated as our disclosure under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Regulations, 2015.

In this connection, we enclose herewith the Scrutinizers Report dated 20<sup>th</sup> July 2019 issued by Shri Nimai G. Shah, Chartered Accountant (Membership No. 100932) Partner, Chandabhoy & Jassoobhoy, who was appointed as the 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.

Thanking you.

Yours Sincerely,

For Axis Bank Limited

Girish V. Koliyote Company Secretary

Encl.: As abové,

General information about company	
Scrip code	532215
NSE Symbol	AXISBANK
MSEI Symbol	NOTLISTED
ISIN	INE238A01034
Name of the company	AXIS BANK LIMITED
Type of meeting	AGM
Date of the meeting/ last day of receipt of postal ballot forms (in case of Postal Ballot)	20-07-2019
Start time of the meeting	10:00 AM
End time of the meeting	12:30 PM



Scrutinizer Details								
Name of the Scrutinizer	Nimai G. Shah							
Firms Name	Chandabhoy & Jassoobhoy							
Qualification	CA							
Membership Number	100932							
Date of Board Mceting in which appointed	22-05-2019							
Date of Issuance of Report to the company	20-07-2019							



Voting result	\$
Record date	13-07-2019
Total number of shareholders on record date	367167
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	95
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	13
Disclosure of notes on voting results	



				Resolution(1)					
Resolution re	equired: (Ording	ry / Special)		Ordinary					
Whether prop agenda/resol	moter/promoter ution?	group are inter	rested in the	No					
Descriplion (	of resolution co	nsideted		(a) the audited standalone financial statements of the Bank for the financial year ended 31st March 2019 and the Reports of the Directors and the Auditor thereon; and the audited consolidated financial statements, for the financial year ended 31st March, 2019 and the Report of the Auditors thereon					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No.of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2) +100	
	E-Voling	459643443	459643443	100	459643443	0	100	0	
Promoter	Poll		0	0	0	0	0	0	
and Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	459643443	459643443	100	459643443	0	100	0	
	E-Voting	1699323204	1365533053	80.3575	1365533053	0	100	0	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	1699323204	1365533053	80.3575	1365533053	0	100	0	
	E-Voting	1000	240415090	52,191 1	240414890	200	99,9999	0.0001	
	Poll		78854	0.0171	78854	0	100	0	
Public- Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0	
	Total	460643791	240493944	52.2082	240493744	200	99,9999	0.0001	
	Total	2619610438	2065670440	78.8541	2065670240	200	100	0	
				Whe	ther resolution is	Pass or Not	Yes		



			H	Resolution(2)						
Resolution req	uired: (Ordinary	/ Special)		Ordinary						
Whether prom- agenda/resolut	oter/promoter gro ion?	oup are intereste	ed in the	No						
Description of	resolution consid	lered		Dividend on equity shares of the Bank for the financial year ended 31st March 2019						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No.of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2) *100		
	E-Voting		459643443	100	459643443	0	100	0		
Promoter and Promoter Group	Poll	459643443	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	459643443	459643443	100	459643443	0	100	0		
	E-Voting	1699323204	1371348103	80.6997	1371348103	0	100	0		
Public-	Poil		0	0	0	0	0	0		
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	1699323204	1371348103	80.6997	1371348103	0	100	0		
	E-Voting		287554719	62.4245	287554521	198	99,9999	0.0001		
Public-Non	Poll	460643791	78854	0.0171	78854	0	100	0		
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	460643791	287633573	62,4416	287633375	198	99.9999	0.0001		
	Total	2619610438	2118625119	80.8756	2118624921	198	100	0		
				Whet	her resolution is F	ass or Not.	Yes			
				Disc	losure of notes of	resolution				



				Resolution(3)					
Resolution req	uired: (Ordinary	/ Special)		Ordinary					
Whether prome agenda/resoluti	oter/promoter gr on?	roup are interest	ed in the	No					
Description of	resolution consi	dered			tor in place of Sm on and being eligit				
Category	Mode of voting	No. of shares held	No. of votes polled	%of Votes polled on outstanding shares	No. of votes - in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2) *100	
	E-Voting		459643443	100	459643443	0	100	0	
Promoter and Promoter Group	Poll	459643443	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	459643443	459643443	100	459643443	0	100	0	
	E-Voting	1699323204	1340448360	78.8813	715231431	625216929	53.3576	46.6424	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	1699323204	1340448360	78.8813	715231431	625216929	53.3576	46.6424	
	E-Voting		240447696	52.1982	238513600	1934096	99.1956	0.8044	
	Poil		78854	0.0171	78854	0	100	0	
Public- Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0	
	Total	460643791	240526550	52.2153	238592454	1934096	99.1959	0.8041	
	Total	2619610438	2 0 4 0 6 1 8 3 5 3	77.8978	1413467328	627151025	69.2666	30.7334	
				W	hether resolution	is Pass or Not.	Yes		
				D	Disclosure of notes	on resolution			



				Resolution(4)	)					
Resolution re	quired: (Ordina	ary / Special)		Ordinary						
Whether pror agenda/resolu		group are inte	rested in the	No						
Description o	f resolution co	nsidered		Appointment of Shri Rakesh Makhija (DIN 00117692), Independent Director, the Non-Executive (Part-time) Chairman of the Bank, for a period of three(3) years, with effect from 18th July 2019 up to 17th July 2022 (both days inclusive) and the terms and conditions relating to the said appointment, including remuneration, subject to the approval of the RBI.						
Category	Mode of voting	No. of shares held	No. ofvotes polled	% of Votes polled on outstanding shares	No. of votes – in favour	Na of votes- against	% of votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)≓[(4)/(2)] *100	(7)=[(5)/(2)] *100		
	E-Voting		197193230	42.9013	197193230	0	100	0		
Promoter	Poil		0	0	0	0	0	0		
and Promoter Group	Postal Ballot (if applicable)	459643443	0	0	0	0	0	0		
	Total	459643443	197193230	42.90t3	197193230	0	100	0		
	E-Voting	1699323204	1326991774	78.0894	1321457469	5534305	99.5829	0.4171		
	Poll		0	0	0	0	0	0		
Public- Institutions	Postal Ballot(if applicable)		0	0	0	0	0	0		
	Total	1699323204	1326991774	78.0894	1321457469	5534305	99.5829	0.4171		
	E-Voting		287554687	62.4245	287553334	1353	99.9995	0.0005		
	Poll		78854	0.0171	78854	0	100	0		
Public- Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0		
	Total	460643791	287633541	62.4416	287632188	1353	99.9995	0.0005		
	Total	2619610438	1811818 545	69.1637	1806282887	5535658	99.6945	0.3055		
_			11	W	nether resolution	is Pass or Not.	Yes			



				Resolution(5)						
Resolution req	uired: (Ordinary	/ Special)		Ordinary						
Whether prom agenda/resolut	oter/promoter g ion?	roup are interes	ied in the	No						
Description of	resolution consi	dered		00531120) as the	emuneration paya Managing Direct the approval of the	tor & CEO of				
Calegory	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No.of votes- in favour	No. of votes - against	% of voles in favour on votes polled	% of votes against off votes polled		
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] •100	(7)=[(5)/ (2)]*100		
	E-Voting		459643443	100	459643443	0	100	0		
Promoter and Promoter Group	Poll	459643443	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	459643443	459643443	100	4 5964 3443	0	100	0		
	E-Voting		1328347830	78.1692	1318331085	10016745	99.2459	0.7541		
	Poll		0	0	0	0	0	0		
Public- Institutions	Postal Ballot (if applicable)	1699323204	0	0	0	0	0	0		
	Total	1699323204	1328347830	78.1692	1318331085	10016745	99.2459	0.7541		
	E-Voting		287554676	62.4245	287549581	5095	99.9982	0.0018		
	Poll		78854	0.0171	78854	0	100	0		
Public- Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0		
	Total	460643791	287633530	62.4416	287628435	5095	99.9982	0.0018		
	Total	2619610438	2075624803	79.2341	2065602963	10021840	99.5172	0.4828		
			2000	WI	hether resolution i	s Pass or Not.	Yes			
				D	isclosure of notes	on resolution				



				Resolution(6)	)					
Resolution req	uired: (Ordinar	y / Special)		Ordinary						
Whether prom agenda/resolut	ioter/promoter ; tion?	group arc intere	ested in the	No						
Description of	resolution con	sidered		Revision in the remuneration payable to Shri Rajiv Anand (DIN 02541753) a the Executive Director (Wholesale Banking) of the Bank, w.ef. 1st April 201 upto 3rd August 2019 (both days inclusive), subject to the approval of the RBI.						
Category	Mode of voting	No.of shares held	No. of votes polled	% of Votes polled on outs tanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)≡[(5)/ (2)]*100		
	E-Voting		459643443	100	459643443	0	100	0		
	Poll	459643443	0	0	0	0	0	0		
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	459643443	459643443	100	459643443	0	100	0		
	E-Voting	1699323204	1328347830	78.1692	1318331085	10016745	99.2459	0.7541		
	Poll		0	0	0	0	0	0		
Public- Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	1699323204	1328347830	78.1692	1318331085	10016745	99.2459	0.7541		
	E-Voting		287554686	62.4245	287548993	5693	99.998	0.002		
	Poll	1007 0370	78854	0.0171	78854	0	100	0		
Public- Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0		
_	Total	460643791	287633540	62.4416	287627847	5693	99.998	0.002		
	Total	2619610438	2075624813	79.2341	2065602375	10022438	99.5171	0.4829		
				W	hether resolution	is Pass or Not.	Yes			



				Resolution(7	)				
Resolution r	equired: (Ordin	nary / Special)		Ordinary					
Whether pro agenda/resol		r group are int	erested in the	No					
Description	of resolution c	onsidered		Re-appointment of Shri Rajiv Anand (DIN 02541753) as the Whole-Time Director designated as the 'Executive Director (Wholesale Banking)' of the Bank, for a period of three (3) years, with effect from 4th August 2019 up to 3 August 2022 (both days inclusive), and the terms and conditions relating to the said re-appointment, including remuneration, subject to the approval of the Ri					
Category Mode of voting		N 0. 01 shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes – against	favour on	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2) *100	
	E-Voting		459643443	100	459643443	0	100	0	
Promoter and Promoter Group	Poll	459643443	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	459643443	459643443	100	459643443	0	100	0	
	E-Voting	1699323204	1328347830	78.1692	1328347830	0	100	0	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	1699323204	1328347830	78.1692	1328347830	0	100	0	
	E-Voting		287554677	62.4245	287552213	2464	99.9991	0.0009	
	Poll		78854	0.0171	78854	0	100	0	
Public- Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0	
	Total	460643791	287633531	62.4416	287631067	2464	99.9991	0.0009	
	Total	2619610438	2075624804	79.2341	2075622340	2464	99.9999	0.0001	
				Who	ther resolution is	Pass or Not.	Yes		
				Die .	closure of notes o	m manlastice			



				Resolution(8	)					
Resolution rec	quired: (Ordinal	ry / Special)		Ordinary						
Whether prom agenda/resolu	noter/promoter tion?	group are inter	ested in the	No						
Description of	resolution con	sidered		as the Executive	Revision in the remuneration payable to Shri Rajesh Dahiya (DIN 07508488 as the Executive Director (Corporate Centre) of the Bank, w.e.f. 1st April 2019 upto 3rd August 2019 (both days inclusive), subject to the approval of the RBI.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polle		
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)]*100		
	E-Voting		459643443	100	459643443	0	100	0		
Promoter and Promoter Group	Poll	459643443	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
_	Total	459643443	459643443	100	459643443	0	100	0		
	E-Voting	16 993 23 204	1328347830	78.1692	1318331085	10016745	99.2459	0.7541		
	Poll		0	0	0	0	0	0		
Public- Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	1699323204	1328347830	78.1692	1318331085	10016745	99.2459	0.7541		
	E-Voling		287554686	62.4245	287549587	5099	99.9982	0.0018		
	Poll	100 ( 1000)	78854	0.0171	78854	0	100	0		
Public - Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0		
	Total	460643791	287633540	62.4416	287628441	5099	99.9982	0.0018		
	Total	2619610438	2075624813	79.2341	2065602969	10021844	99.5172	0.4828		
				W	hether resolution :	is Pass or Not.	Yes			
				I	Disclosure of notes	on resolution	-			



				Resolution(9	)					
Resolution re	equired: (Ordin	ary / Special)		Ordinary				2 2		
Whether prop agenda/resolu		r group are inte	erested in the	No						
Description (	Description of resolution considered				Re-appointment of Shri Rajesh Dahiya (DIN 07508488) as the Whole-Time Director designated as the 'Executive Director (Corporate Centre)' of the Bat for a period of three (3) years, with effect from 4th August 2019 up to 3rd August 2022 (both days inclusive), and the terms and conditions relating to the said re-appointment, including remuneration, subject to the approval of the R					
Category Mode of voting		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2) *100		
	E-Voting		459643443	100	459643443	0	100	0		
Promoter	Poll	459643443	0	0	0	0	0	0		
and Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	459643443	459643443	100	459643443	0	100	0		
	E-Voting		1328347830	78.1692	1328347830	0	100	0		
	Poll		0	0	0	0	0	0		
Public- Institutions	Postal Ballot (if applicable)	1699323204	0	0	0	0	0	0		
_	Total	1699323204	1328347830	78.1692	1328347830	0	100	0		
	E-Voting		287554689	62.4245	287552524	2165	99.9992	0.0008		
	Poll		78854	0.0171	78854	0	100	0		
Public - Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0		
	Total	460643791	287633543	62.4416	287631378	2165	99.9992	0.0008		
	Total	2619610438	2075624816	79.2341	2075622651	2165	99.9999	0.0001		
				Whe	ther resolution is	Pass or Not.	Yes			
				Die	closure of notes of	on resolution				



			F	lesolution(10)				
Resolution req	uired: (Ordinary	/ Special)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of	resolution consid	iered			appointment of Sh Bank, w.e.f. 1st Au		dal (DIN 00117	994) as a
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No.of votes- against	% of votes in favour on votes polled	%ofVote: against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)]*100
	E-Voting		459643443	100	459643443	0	100	0
Promoter and Promoter I Group (	Poll	4 59643 443	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	459643443	459643443	100	459643443	0	100	0
	E-Voting		1371348103	80.6997	1317912996	53435107	96.1035	3.8965
	Poli		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	1699323204	0	0	0	0	0	0
	Total	1699323204	1371348103	80.6997	1317912996	53 43 5107	96.1035	3.8965
	E-Voting		287554687	62.4245	287552096	2591	99.9991	0.0009
	Poll	1/0/1000	78854	0.0171	78854	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0
	Total	460643791	287633541	62.4416	287630950	2591	99.9991	0.0009
	Total	2619610438	2118625087	80.8756	2065187389	53437698	97.4777	2.5223
				Wh	ether resolution is	Pass or Not.	Yes	
				D	isclosure of notes	on resolution		



				Resolution(11	)			
Resolution re	quired: (Ordina	ary / Special)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description a	fresolution co	nsidered		Appointment of Sh Director designated period of 3 years, w inclusive), and the including remunera	l as the Executive v.e.f. 1st August 2 terms and condition	Director (Re 019 upto 31s ons relating t	tail Banking) of t July, 2022 (bot o the said appoin	the Bank for . h days
Category	Mode of voting	No.of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No.of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)≠[(4)/(2)] *100	(7)=[(5)/(2)] *100
	E-Voting		459643443	100	459643443	0	100	0
Promoter and Promoter Group	Poll	459643443	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	459643443	459643443	100	459643443	0	100	0
Public- Institutions	E-Voting		1328347830	78.1692	1328347830	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	1699323204	0	0	0	0	0	0
	Total	1699323204	1328347830	78.1692	1328347830	0	100	0
	E-Voung		287554685	62.4245	287 55 159 5	3090	99.9989	0.0011
	Poll		78854	0.0171	78854	0	100	0
Public- Non Institutions	Postal Ballot(if applicable)	460643791	0	0	0	0	0	0
	Total	460643791	287633539	62.4416	287630449	3090	99.9989	0.0011
	Total	2619610438	2075624812	79.2341	2075621722	3090	99.9999	0.0001
				Whe	ther resolution is	Pass or Not.	Yes	



				Resolution(1)	2)			
Resolution re	quired: (Ordin	ary / Special)		Special				
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description (	of resolution co	onsidered		Borrowing/ Raising Securities including convertible debentu such other debt sec time to time, on a p crore during a perior	but not limited to res, perpetual det urities as may be rivate placement	b long term bo t instruments permitted under basis, for an a	ands, green bond and Tier II Capi er the RBI guide mount of up to I	s, non- tal bonds or lines, from Rs. 35,000
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes- in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2) *[00
	E-Voting		459643443	100	459643443	0	100	0
Promoter and Promoter Group	Poll	459643443	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	459643443	459643443	100	459643443	0	100	0
	E-Voting		1371404249	80.703	1371359749	44500	99.9968	0.0032
	Poll	· · · · · · · · · · · · · · · · · · ·	0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	1699323204	0	0	0	0	0	0
	Total	1699323204	1371404249	80.703	1371359749	44500	99.9968	0.0032
	E-Voting		287947223	62.5097	287945954	1269	99,9996	0.0004
	Poli	]	78854	0.0171	78854	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0
	T0tal	460643791	288026077	62.5269	288024808	1269	99.9996	0.0004
	Total	2619610438	2119073769	80.8927	2119028000	45769	99.9978	0.0022
				Wh	ether resolution is	Pass or Not.	Yes	
		-		Di	sclosure of notes	on resolution		



				Resolution(13)	)				
Resolution req	uired: (Ordinar	y / Special)		Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of	resolution cons	idered		(excluding the N	it Related Commis on-Executive (Par ) years with effect	t-Time) Chain	man) of the Bar		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled	%ofVote against on votes polle	
		(1)	(2)	(3)=[(2)/(1)] *[00	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)]*100	
	E-Voting		459093762	99.8804	459093762	0	100	0	
Promoter and	Poll	459643443	0	0	0	0	0	0	
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	459643443	459093762	99.8804	459093762	0	100	0	
	E-Voting		1328347830	78.1692	1245526733	82821097	93.7651	6.2349	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)	1699323204	0	0	0	0	0	0	
	Total	1699323204	1328347830	78.1692	1245526733	82821097	93.7651	6.2349	
	E-Voting		287554687	62.4245	282184812	5369875	98.1326	1.8674	
	Poll	160(1700)	78854	0.0171	78854	0	100	0	
Public- Non Institutions	Postal Ballot (if applicable)	460643791	0	0	0	0	0	0	
	Total	460643791	287633541	62,4416	282263666	5369875	98.1331	1.8669	
	Total	2619610438	2075075133	79.2131	1986884161	88190972	95.75	4.25	
				W	hether resolution is	s Pass or Not.	Yes		
				E.	bisclosure of notes	on resolution			



### FORM No. MGT-13

### Report of Scrutinizer(s)

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

To,

Chairman of the Board of Directors Axis Bonk Limited 'Trishul', 3<sup>rd</sup> Floor. Opp. SamartheshwarTemple, Low Garden, Ellisbridge, Ahmedobod – 380 006

Sub: Scrutinizer's Report Ref: 25<sup>th</sup>Annual General Meeting (AGM) of the Shareholders of Axis Bonk Limited.

Dear Sir,

I, Shri Nimai G. Shah, Chartered Accountant (Membership No. 100932) and Partner, Chandabhoy & Jassoobhoy, Chartered Accountants, Ahmedabad appointed as Scrutinizer far the purpase of the valing by electronic means and pall at the said AGM carried out as per the pravisians of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administratian) Rules, 2014 on the below mentianed resolution(s), proposed at the said AGM held today at H.T. Parekh Auditorium, AMA 'Complex, ATIRA, Dr. Vikra<sup>M</sup> Sarabhai Marg, Ahmedabad, Gujarat-380015, submit our report as under:

- 1. After the time fixed far closing of the poll by the Chairman, two polling boxes kept far polling were locked and sealed in My presence, with due identification marks placed by me.
- 2. The lacked palling baxes were subsequently opened in my presence and pol papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy Fintech Private Li<sup>M</sup>ited, Hyderabad, Registrar and Transfer Agents of the Bank and the authorizations / proxies ladged with the Bank.
- 3. The poll papers, which were Incomplete and/or which were atherwise found defective have been treated as invalid and kept separately.
- 4. The remate e-valing period commenced on Tuesday, 16<sup>th</sup>July, 2019 (9:00 a.m.) and ended an Friday, 19<sup>th</sup>July, 2019 (5:00 p.m.),
- 5. The Sharehalders holding the shares as an the "cut aff" date i.e. Saturday, 13#July, 2019 were entitled to vote on the proposed resolution(s) as set out in item nas. 1 to 13 of the Natice dated 22<sup>nd</sup>May, 2019 convening the said AGM.
- 6. The vales cost through remate e-voting were unblacked by me an 20<sup>th</sup> July 2019 around 12.35 p.m. In the presence of two witnesses, Mr. Parin Patwari and Mr. Vraj Dokwolo who are not in the employment of the Bank. They have signed below on the confirmation of the vales being unblocked in their presence.
- Thereafter, the details containing, inter-alia, list of equity shareholders, wha voted "For" and "AgaInst", were dawnlaaded from the e-vating website af Karvy Fintech Pvt. Ltd. (https://evoting.karvy.com)
- 8. The results of voting by electranic Means and poll at the said AGM is as under:

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<u>Resolution No. 1</u>- To receive, consider and adopt:

- (a) the audited standalone financial statements of the Bank for the financial year ended 31<sup>st</sup> March 2019 and the Reports of the Directors and the Auditors thereon; and
- (b) the audited consolidated financial statements, for the financial year ended 31<sup>st</sup> March, 2019 and the Report of the Auditors thereon.

Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1456	2065670240	100%

(i) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cost by them	% of total number of valid votes cast
12	200	0%

### (iii) Invalid votes:

(i)

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	120

<u>Resolution No. 2</u> - Dividend on equity shares of the Bank for the financial year ended  $31^{at}$  March 2019.

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

Number of members voted (in person or by proxy)	Number of votes them	cost by	% of votes	number	of	valid
1486	2118624921		100%			

### (ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	198	0%

### (iii) Invalid votes:

itta alla totes.	
Total number of members (in person or by proxy) whose votes were declared invalid	
2	120

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<u>Resolution No. 3</u> - Appoint a Director in place of Smt. Usha Sangwan (DIN 02609263), who retires by rotation and being eligible, has offered herself for re-appointment.

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

Number of members voted	Number of votes cost by them	% of total number of valid votes cost
(in person or by proxy)		
808	1413467328	69.27%

(ii)

### Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cost by them	% of total number of valid votes cost
658	627151025	30.73%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
2	120

<u>Resolution No. 4</u>- Appointment of Shri Rakesh Makhija (DIN 00117692), Independent Director, as the Non-Executive (Part-time) Chairman of the Bank, for a period of three (3) years, with effect from 18th July 2019 up to 17th July 2022 (both days inclusive) and the terms and conditions relating to the said appointment, including remuneration, subject to the approval of the RBI.

### (i) Voted In favour of the resolution:

Number of members voted (in cerson or by proxy)	Number of votes cast by them	% of total number of valid votes cost
1420	1806282887	99.69%

### (ii) Voted against the resolution:

Number of me voted (in person or by pr	them	cost by % of total number of va votes cost
33	5535658	. 0.31%

### (iii) Invalid votes:

Totol number of members (in persan or by proxy) whose votes were declared invalid	Totol number of votes cost by them
2	120

<u>Resolution</u> No. 5 - Revision in the remuneration payable to Shri Amitabh Chaudhry (DiN 00531120) as the Managing Director & CEO of the Bank, w.e.f. 1st April 2019, subject to the approval of the RBI.

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1436	2065602963	99.52%

Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cost
43	10021840	0.48%

(iii) invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	
2	120

<u>Resolution No. 6</u> - Revision in the remuneration payable to Shri Rajiv Anand (DiN 02541753) as the Executive Director (Wholesale Banking) of the Bank, w.e.f. 1st April 2019 upto 3rd August 2019 (both days inclusive), subject to the approval of the RBI.

(1)

(ii)

### Voted in favour of the resolution;

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1434	2065602375	99.52%

(ii) Voted against the resolution:

Number of members voted (in perspin or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	10022438	0.48%

(iii)

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	120

<u>Resolution No. 7</u> - Re-appointment of Shri Rajiv Anand (DIN 02541753) as the Whole-Time Director designated as the 'Executive Director (Wholesale Banking)' of the Bank, for a period of three (3) years, with effect from 4th August 2019 up to 3rd August 2022 (both days inclusive), and the terms and conditions relating to the said re-appointment, including remuneration, subject to the approval of the <u>RBI</u>.

(i)

Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Nu <b>mber of votes cost by</b> them	% of total number of valid votes cast
1451	2075622340	100%

(ii)

#### Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	2464	0%

### (iii) Invaiid votes:

Total number of members (in person	Total number of votes cast by them
or by proxy) whose votes were	
declared invalid	
2	120

# <u>Resolution No. 8</u> - Revision in the remuneration payable to Shri Rajesh Dahiya (DIN 07508488) as the Executive Director (Corporate Centre) of the Bank, w.e.f. 1st April 2019 upto 3rd August 2019 (both days inclusive), subject to the approval of the RBI.

### (i) Voted in layour of the resolution:

Number of voted (in person or b	8.	Number of votes them	cost by	% of total number of valid votes cast
1436		2065602969	110	99.52%

### (ii) Voted against the resolution:

Number of members voted (in perspn or by proxy)	Number of votes cast by them	% of total number of Valid votes cast
44	10021844	0.48%

### (iii)

### Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	120

<u>Resolution No. 9-</u> Re-appointment of Shrl Rajesh Dahiya (DIN 07508488) as the Whole-Time Director designated as the 'Executive Director (Corporate Centre)' of the Bank, for a period of three (3) years, with effect from 4th August 2019 up to 3rd August 2022 (both days inclusive), and the terms and conditions relating to the said re-appointment, including remuneration, subject to the approval of the RBI.

### (i) Voted in favour of the resalutian:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of tatal number of val votes cost
1451	2075622651	100%

(11)

### Vated against the resolution:

Number af members vated (in person or by proxy)	Number of votes cost by them	% of total number of valid votes cost
28	2165	0%

### (iii) involid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	120

## <u>Resolution No. 10–</u> To approve the appointment of Shri Praiay Mondai (DiN 00117994) as a Director of the Bank, w.e.f. 1st August 2019.

### (i) Vated in favour of the resolution:

Number of members vated (in oerson or by proxyl	Number of votes cost by them	% of total number of valid vates cast
1432	2065187389	97.48%

### (ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cost by them	% at total number of valid votes cast
62	53437698	2.52%

### invalid vates:

(iii)

Tatal number af members (in person or by proxy) whose votes were declared invalid	Total number of votes cost by them	
2	120	

<u>Resolution No. 11</u> - Appointment of Shri Pralay Mondal (DIN 00117994) as the Whole Time Director designated as the Executive Director (Retail Banking) of the Bank for a period of 3 years, w.e.f. 1<sup>st</sup> August 2019 upto 31<sup>st</sup> July, 2022 (both days inclusive), and the terms and conditions relating to the said appointment, including remuneration, subject to the approval of the RBi.

Voted in favour o	f the	resolution:
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Number of members voted (in person of by proxy)	Number of votes co them	ist by	% of votes	number	of	valid
1449	2075621722		100%			

(ii) Voted against the resolution:

Number of members voted (inpersonatbyproxy)	Number of votes cast by them	% of total number of valid votes cost
27	3090	0%

(iii) Invalid votes:

(i)

Total number of members (in person or by praxy) whose votes were declared involid	Total number of votes cast by them
2	120

<u>Resolution No. 12</u>– Borrowing/ Raising funds in Indian Currency /Foreign Currency by Issue of Debt Securities including but not limited to long term bonds, green bonds, nonconvertible debentures, perpetual debt instruments and Tier II Capital bonds or such other debt securities as moy be permitted under the RBI guidelines, from time to time, on a private placement basis, for an amount of up to Rs. 35,000 crore during a period of one year from the date of passing of this Resolution.

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

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid vates cost
1490	2119028000	100%

(ii) Vated against the resolution:

Number of members vated (in person or by proxy)	Number of votes cast b them	/ % at totol number af volid votes cost
22	45769	0%

### (iii) Invalid vates

Total number of members (in person or by proxy) whose votes were declared invalid	
2	120

<u>Resolution No. 13</u>– Payment of Profit Related Commission to the Non-Executive Directors (excluding the Non-Executive (Part-Time) Chairman) of the Bank, for a period of five (5) years with effect from 1st April 2020.

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1390	1986884161	95.75%

(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of volid votes cast
88	88190972	4.25%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Totol number of votes cast by them
2	120

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

> Thanking you. Yours faithfully,

1 sever

CA Nimal G. Shah Membership Na. 100932 Scrutinizer

Place: Ahmedabad Dated: 20<sup>th</sup>July 2019

We the undersigned witness that Polling boxes were opened and the votes cast by way of remote e-voting were unblocked from the e-vating website of Korvy Fintech Pvt. Ltd. (https://evating.karvy.com) in our presence at 12.35 P.M. on 20<sup>th</sup>July, 2019 at the Registered Office of the Bank.

Signature:-

Name:- Parin Patwari Address:-C-1. Panchratna Apartments, Mahalaxmi Char Rasto, Poldl, Ahmedabad 380 007

Oray

Signature:-Name:- Vraj Dakwala Address:- 4, Shriji Apartment, 15, Pushpakunj Society, Near Kanakaria Lake, Maninagar, Ahmedabod 380 008

Place: Ahmedabad Dated: 20<sup>th</sup> July, 2019